Indiabulls

Indiabulls Housing Finance Limited

Date: September 8, 2016

Scrip Code - 535789
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

IBULHSGFIN/EQ
National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East),
MUMBAI – 400 051

Sub: 11th Annual General Meeting of the Members of Indiabulls Housing Finance Limited (the Company)

Ref: Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/Madam,

We wish to inform you that the 11th Annual General Meeting (AGM) of the Members of the Company was held today at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038. Summary of the proceedings of the AGM alongwith Voting Results in the prescribed format, as required under the Listing Regulations and the applicable provisions of the Companies Act, 2013 and Rules made thereunder are enclosed.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Indiabulls Housing Finance Limited**

Amit Jain

Amit Jain
Company Secretary

Indiabulls Housing Finance Limited

Encl.: A/a

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Indiabulls

Indiabulls Housing Finance Limited

Summary of the Proceedings of the 11th Annual General Meeting of Indiabulls Housing Finance Limited (the Company) held on September 8, 2016

The 11th Annual General Meeting (AGM) of the Members of the Company was held on Thursday, September 8, 2016, at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Of the Directors present in the meeting, the shareholders unanimously appointed Mr. Ajit Kumar Mittal, Executive Director of the Company, to chair the meeting.

Mr. Ajit Kumar Mittal thanked the Members and occupied the chair. The requisite quorum being present, Mr. Mittal called the meeting to order and welcomed the Members to the meeting.

The meeting was attended by 123 Members (including Proxies), Mr. Ajit Kumar Mittal, Executive Director and Member of Audit Committee, Mr. Shamsher Singh Ahlawat, Independent Directors and Chairman of Audit Committee and Stakeholders Relationship Committee, Mr. Prem Prakash Mirdha, Independent Director and Member of Audit Committee and Stakeholders Relationship Committee and Brig. Labh Singh Sitara (Retd.), Independent Director and Member of Audit Committee and representative of Statutory Auditors attended the meeting.

The Chairman of the meeting informed that the requisite Registers were open for inspection by the members till the conclusion of the meeting. He further informed that the other registers and documents as required under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) were placed before the meeting.

Thereafter the Auditors' Report for FY 2015-16 was read and with the consent of the Members,, the Notice convening the 11th AGM was taken as read.

He then briefed the shareholders on Company's achievements, future business plans, financial performance etc. and concluded by placing or records his appreciation to team Indiabulls, customers, bankers, regulators and other stakeholders.

He informed the Members that the Company had offered the facility of voting through electronic means from Monday, the 5th day of September, 2016 at 10:00 A.M. till Wednesday, the 7th day of September, 2016 at 5:00 P.M. and the Company has made arrangements for Poll at the venue of the meeting.

The following items of business as set out in the Notice dated August 8, 2016 convening this meeting were transacted through remote E-voting and Poll at the AGM Venue:

Ordinary Business:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).
2. Confirmation of payment of interim dividends, declared on equity shares for the financial year 2015-16 (Ordinary Resolution).

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3. Re-appointment of Mr. Gagan Banga (DIN:00010894), an Executive Director designated as Vice-Chairman and Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment (Ordinary Resolution).
4. Re-appointment of Mrs. Manjari Ashok Kacker (DIN:06945359), Non-Executive Director, who is liable to retire by rotation and, being eligible offers herself for re-appointment (Ordinary Resolution).
5. Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), as the auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business:

6. Approval for increase in borrowing powers of the Company upto INR 125,000 Crore (Special Resolution).
7. Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, upto the borrowing limit of INR 125,000 Crore (Special Resolution).
8. Approval for conversion of loan into equity, subject to exercise of rights by the lenders, only in the event of persistent defaults by the Company, in the repayments of loans and/or interest thereon (Special Resolution).
9. Re-appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021 (Special Resolution).
10. Re-appointment of Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021 (Special Resolution).
11. Re-appointment of Mr. Shamsher Singh Ahlawat (DIN: 00017480), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021 (Special Resolution).
12. Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021 (Special Resolution).
13. Appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2018 (Ordinary Resolution).

Based on the Scrutinizers' Report dated September 8, 2016 issued by Mr. Raj Kumar of M/s. AMRK & Associates, Practicing Chartered Accountant and Mr. Ramesh Chandra Agarwal, Member of the Company, all the aforementioned business were passed by the Members with requisite majority.

For Indiabulls Housing Finance Limited

Amit Jain
Company Secretary

Indiabulls Housing Finance Limited

INDIABULLS HOUSING FINANCE LIMITED

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Format for Voting Results

Date of the AGM/~~EGM~~	**08-Sep-16**
Total number of Sharholders on record date	**62932**
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	**5**
Public	**118**
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	**0**
Public:	**0**

Agenda item no. 1: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)	**Ordinary**
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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	98624611	35735696	36.234	35735696	0	100.000	0.000
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59747854**	**60.581**	**59747854**	**0**	**100.000**	**0.000**
Public- Non Institutions	E-Voting	221379939	131327137	59.322	131327137	0	100.000	0.000
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152672681**	**68.964**	**152672681**	**0**	**100.000**	**0.000**
Total		**421895856**	**314311841**	**74.500**	**314311841**	**0**	**100.000**	**0.000**

Agenda item no. 2: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2015-16.

Resolution required: (Ordinary/ Special)	**Ordinary**
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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	98624611	35735696	36.234	35735696	0	100.000	0.000
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59747854**	**60.581**	**59747854**	**0**	**100.000**	**0.000**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	131363238	0	100.000	0.000
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**152708782**	**0**	**100.000**	**0.000**
Total		**421895856**	**314347942**	**74.508**	**314347942**	**0**	**100.000**	**0.000**



Agenda item no. 3: Re-appointment of Mr. Gagan Banga (DIN:00010894), an Executive Director designated as Vice-Chairman and Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	98624611	35729090	36.227	34472233	1256857	96.482	3.518
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59741248**	**60.574**	**58484391**	**1256857**	**97.896**	**2.104**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	131100303	262935	99.800	0.200
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	221379939	**152708782**	**68.980**	**152445847**	**262935**	**99.828**	**0.172**
Total		**421895856**	**314341336**	**74.507**	**312821544**	**1519792**	**99.517**	**0.483**

Agenda item no. 4: Re-appointment of Mrs. Manjari Ashok Kacker (DIN:06945359), Non-Executive Director, who is liable to retire by rotation and, being eligible offers herself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	98624611	35729090	36.227	15550072	20179018	43.522	56.478
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59741248**	**60.574**	**39562230**	**20179018**	**66.223**	**33.777**
Public- Non Institutions	E-Voting	221379939	130661238	59.021	69754563	60906675	53.386	46.614
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152006782**	**68.663**	**91100107**	**60906675**	**59.932**	**40.068**
Total		**421895856**	**313639336**	**74.340**	**232553643**	**81085693**	**74.147**	**25.853**

Agenda item no. 5: Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), as the auditors of the Company and fixing their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary					
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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	98624611	35735696	36.234	32051353	3684343	89.690	10.310
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59747854**	**60.581**	**56063511**	**3684343**	**93.834**	**6.166**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	129027883	2335355	98.222	1.778
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**150373427**	**2335355**	**98.471**	**1.529**
Total		**421895856**	**314347942**	**74.508**	**308328244**	**6019698**	**98.085**	**1.915**

Agenda item no. 6: Approval for increase in borrowing powers of the Company upto INR 125,000 Crore.								
Resolution required: (Ordinary/ Special)			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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	98624611	35735696	36.234	28939311	6796385	80.982	19.018
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59747854**	**60.581**	**52951469**	**6796385**	**88.625**	**11.375**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	75563786	55799452	57.523	42.477
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**96909330**	**55799452**	**63.460**	**36.540**
Total		**421895856**	**314347942**	**74.508**	**251752105**	**62595837**	**80.087**	**19.913**

Agenda item no. 7: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, upto the borrowing limit of INR 125,000 Crore.								
Resolution required: (Ordinary/ Special)			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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	98624611	35674680	36.172	24930860	10743820	69.884	30.116
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59686838**	**60.519**	**48943018**	**10743820**	**82.000**	**18.000**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	73951622	57411616	56.296	43.704
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**95297166**	**57411616**	**62.405**	**37.595**
Total		**421895856**	**314286926**	**74.494**	**246131490**	**68155436**	**78.314**	**21.686**

Agenda item no. 8: Approval for conversion of loan into equity, subject to exercise of rights by the lenders, only in the event of persistent defaults by the Company, in the repayments of loans and/or interest thereon.								
Resolution required: (Ordinary/ Special)			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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	98624611	33119564	33.581	22655385	10464179	68.405	31.595
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**57131722**	**57.928**	**46667543**	**10464179**	**81.684**	**18.316**
Public- Non Institutions	E-Voting	221379939	130323835	58.869	70670038	59653797	54.226	45.774
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**151669379**	**68.511**	**92015582**	**59653797**	**60.669**	**39.331**
Total		**421895856**	**310692407**	**73.642**	**240574431**	**70117976**	**77.432**	**22.568**

Indiabulls Housing Finance Limited

Agenda item no. 9: Re-appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.								
Resolution required: (Ordinary/ Special)			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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	98624611	35729090	36.227	34251222	1477868	95.864	4.136
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59741248**	**60.574**	**58263380**	**1477868**	**97.526**	**2.474**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	131099588	263650	99.799	0.201
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**152445132**	**263650**	**99.827**	**0.173**
Total		**421895856**	**314341336**	**74.507**	**312599818**	**1741518**	**99.446**	**0.554**

Agenda item no. 10: Re-appointment of Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.								
Resolution required: (Ordinary/ Special)			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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	98624611	35729090	36.227	32047062	3682028	89.695	10.305
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59741248**	**60.574**	**56059220**	**3682028**	**93.837**	**6.163**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	129668316	1694922	98.710	1.290
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**151013860**	**1694922**	**98.890**	**1.110**
Total		**421895856**	**314341336**	**74.507**	**308964386**	**5376950**	**98.289**	**1.711**

Agenda item no. 11: Re-appointment of Mr. Shamsher Singh Ahlawat (DIN: 00017480), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.								
Resolution required: (Ordinary/ Special)			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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	98624611	35729090	36.227	21176463	14552627	59.270	40.730
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59741248**	**60.574**	**45188621**	**14552627**	**75.641**	**24.359**
Public- Non Institutions	E-Voting	221379939	130661238	59.021	72305650	58355588	55.338	44.662
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152006782**	**68.663**	**93651194**	**58355588**	**61.610**	**38.390**
Total		**421895856**	**313639336**	**74.340**	**240731121**	**72908215**	**76.754**	**23.246**

Agenda item no. 12: Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.								
Resolution required: (Ordinary/ Special)			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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	98624611	35729090	36.227	31337767	4391323	87.709	12.291
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59741248**	**60.574**	**55349925**	**4391323**	**92.649**	**7.351**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	128293687	3069551	97.663	2.337
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**149639231**	**3069551**	**97.990**	**2.010**
Total		**421895856**	**314341336**	**74.507**	**306880462**	**7460874**	**97.627**	**2.373**

Agenda item no. 13: Appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2018.								
Resolution required: (Ordinary/ Special)			Ordinary					
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	101891306	101891306	100.000	101891306	0	100.000	0.000
	Poll	101891306	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**101891306**	**101891306**	**100.000**	**101891306**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	98624611	35729090	36.227	35729090	0	100.000	0.000
	Poll	98624611	24012158	24.347	24012158	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**98624611**	**59741248**	**60.574**	**59741248**	**0**	**100.000**	**0.000**
Public- Non Institutions	E-Voting	221379939	131363238	59.338	131362513	725	99.999	0.001
	Poll	221379939	21345544	9.642	21345544	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	**221379939**	**152708782**	**68.980**	**152708057**	**725**	**100.000**	**0.000**
Total		**421895856**	**314341336**	**74.507**	**314340611**	**725**	**100.000**	**0.000**

For Indiabulls Housing Finance Limited

Amit Jain
Company Secretary

Indiabulls Housing Finance Limited

AMRK & Associates

Chartered Accountants

1395, Lower Ground Floc
Sector -15, Part-II, Gurgaon - 12200
Tel.: +91-124-404989
Mobile: +91-98 10 72552
Email: raj@macroconsulting.i

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
11th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 8, 2016 at 2.00 P.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar of M/s AMRK & Associates, Practicing Chartered Accountant, having our office at 1395, Sector-15, Part-2, Gurgaon-122001, was appointed as the scrutinizer of Indiabulls Housing Finance Limited ("the Company') for the purpose of scrutinizing the E-voting process in a fair and transparent manner and ascertaining the requisite majority on E-voting, carried out as per the provisions of Companies Act , 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions, as set out in the Notice dated 8th August, 2016 convening the 11th Annual General Meeting (AGM) of the Equity Shareholders of Indiabulls Housing Finance Limited, held on 8th September, 2016 at 10:00 A.M., at Mapple Emerald, Rajokri, NH-8, New Delhi -110038. We submit our Report as under:

1. The E-voting remained open from 5th September, 2016 at (10.00 a.m.) to 7th September, 2016 at (5.00 p.m.).

2. The Shareholders holding shares as on the "cut off" date i.e. 2nd September, 2016, were entitled to vote on the proposed resolutions (item nos. 1 to 13 as set out in the Notice dated 8th August, 2016 convening the 11th Annual General Meeting of Indiabulls Housing Finance Limited).

3. The votes were unblocked on 8th September, 2016 around 11:13 A.M. in the presence of two witnesses, Mr. Deepanjan Roy (PAN: BONPR9017L) R/o H. No. 757, Block-I, Palam Vihar, Gurgaon-122017 and Ms.Sangeeta (PAN: GMTPS8386C) R/o H. No. 621/16, Barafkhana, Civil Lines, Gurgaon-122001, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Deepanjan Roy Name: Ms. Sangeeta

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of Karvy Computershare Private Limited i.e. https://evoting.karvy.com.

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5. The result of E-voting is as under :

Item No. 1 – As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
681	268954139	100

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	60000

*Includes abstain votes

Item No. 2 – As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2015-16.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
681	268990240	100

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

(iii) **Invalid votes*:**

AMRK & ASSOCIATES ★ CHARTERED ACCOUNTANT ★ FRN-0[illegible]C GURGAON

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	60000

*Includes abstain votes

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN:00010894), an Executive Director designated as Vice-Chairman and Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
675	267463842	99.43

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
5	1519792	0.57

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	66606

*Includes abstain votes

Item No. 4 – As an Ordinary Resolution: Re-appointment of Mrs. Manjari Ashok Kacker (DIN:06945359), Non-Executive Director, who is liable to retire by rotation and, being eligible offers herself for re-appointment.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
322	187195941	69.78

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(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
355	81085693	30.22

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
5	768606

*Includes abstain votes

Item No. 5 – As an Ordinary Resolution: Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), as the auditors of the Company and fixing their remuneration.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
644	262970542	97.76

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
38	6019698	2.24

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	60000

*Includes abstain votes

AMRK & ASSOCIATES * CHARTERED ACCOUNTANT * FRN-016728C GURGAON

Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 125,000 Crore.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
367	206394403	76.73

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
319	62595837	23.27

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	60000

*Includes abstain votes

Item No. 7 – As a Special Resolution: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, upto the borrowing limit of INR 125,000 Crore.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
342	200773788	74.66

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
343	68155436	25.34

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	121016

*Includes abstain votes

AMRK & ASSOCIATES ★ CHARTERED ACCOUNTANT ★ FRN-016728C GURGAON

Item No. 8 – As a Special Resolution: Approval for conversion of loan into equity, subject to exercise of rights by the lenders, only in the event of persistent defaults by the Company, in the repayments of loans and/or interest thereon.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
317	195216729	73.57

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
350	70117976	26.43

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
19	3677301

*Includes abstain votes

Item No. 9 – As a Special Resolution: Re-appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
674	267242116	99.35

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
6	1741518	0.65

(iii) **Invalid votes*:**

AMRK & ASSOCIATES CHARTERED ACCOUNTANT FRN-016728C GURGAON

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	66606

*Includes abstain votes

Item No. 10 – As a Special Resolution: Re-appointment of Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
648	263606684	98.00

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
36	5376950	2.00

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	66606

*Includes abstain votes

Item No. 11 – As a Special Resolution: Re-appointment of Mr. Shamsher Singh Ahlawat (DIN: 00017480), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
342	195373419	72.82

(ii) **Voted against the resolution:**

Number of members voted through	Number of votes casted against the	% of the total number of valid votes casted

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electronic voting system	resolution	
335	72908215	27.18

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
5	768606

*Includes abstain votes

Item No. 12 – As a Special Resolution: Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
642	261522760	97.23

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
42	7460874	2.77

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	66606

*Includes abstain votes

Item No. 13 – As an Ordinary Resolution: Appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2018.

AMRK & ASSOCIATES CHARTERED ACCOUNTANTS FRN-016728C GURGAON

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
678	268982909	100

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
2	725	0.00

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	66606

*Includes abstain votes

The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure – A.

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 11th Annual General Meeting and thereafter the same would be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For **M/s AMRK & Associates,**
Chartered Accountants

AMRK & ASSOCIATES ★ FRN-016728C GURGAON ★ CHARTERED ACCOUNTANT

Raj Kumar
Partner
M. No. : FCA 501863
FRN : 016728C

Date: September 8, 2016
Place: New Delhi

Annexure-A

Resolution ID	Category	Shares Held (1)	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
1	Public – Institutional Holders	98624611	35735696	36.234	35735696	0	100.000	0.000
1	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
1	Public-Others	221379939	131327137	59.322	131327137	0	100.000	0.000
	Total	421895856	268954139	63.749	268954139	0	100.000	0.000
2	Public – Institutional Holders	98624611	35735696	36.234	35735696	0	100.000	0.000
2	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
2	Public-Others	221379939	131363238	59.338	131363238	0	100.000	0.000
	Total	421895856	268990240	63.757	268990240	0	100.000	0.000
3	Public – Institutional Holders	98624611	35729090	36.227	34472233	1256857	96.482	3.518
3	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
3	Public-Others	221379939	131363238	59.338	131100303	262935	99.800	0.200
	Total	421895856	268983634	63.756	267463842	1519792	99.435	0.565
4	Public – Institutional Holders	98624611	35729090	36.227	15550072	20179018	43.522	56.478
4	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
4	Public-Others	221379939	130661238	59.021	69754563	60906675	53.386	46.614
	Total	421895856	268281634	63.590	187195941	81085693	69.776	30.224
5	Public – Institutional Holders	98624611	35735696	36.234	32051353	3684343	89.690	10.310
5	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
5	Public-Others	221379939	131363238	59.338	129027883	2335355	98.222	1.778
	Total	421895856	268990240	63.757	262970542	6019698	97.762	2.238
6	Public – Institutional Holders	98624611	35735696	36.234	28939311	6796385	80.982	19.018
6	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
6	Public-Others	221379939	131363238	59.338	75563786	55799452	57.523	42.477
	Total	421895856	268990240	63.757	206394403	62595837	76.729	23.271
7	Public – Institutional Holders	98624611	35674680	36.172	24930860	10743820	69.884	30.116
7	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
7	Public-Others	221379939	131363238	59.338	73951622	57411616	56.296	43.704
	Total	421895856	268929224	63.743	200773788	68155436	74.657	25.343
8	Public – Institutional Holders	98624611	33119564	33.581	22655385	10464179	68.405	31.595
8	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
8	Public-Others	221379939	130323835	58.869	70670038	59653797	54.226	45.774
	Total	421895856	265334705	62.891	195216729	70117976	73.574	26.426
9	Public – Institutional Holders	98624611	35729090	36.227	34251222	1477868	95.864	4.136
9	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
9	Public-Others	221379939	131363238	59.338	131099588	263650	99.799	0.201
	Total	421895856	268983634	63.756	267242116	1741518	99.353	0.647
10	Public – Institutional Holders	98624611	35729090	36.227	32047062	3682028	89.695	10.305
10	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
10	Public-Others	221379939	131363238	59.338	129668316	1694922	98.710	1.290
	Total	421895856	268983634	63.756	263606684	5376950	98.001	1.999
11	Public – Institutional Holders	98624611	35729090	36.227	21176463	14552627	59.270	40.730
11	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000

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11	Public-Others	221379939	130661238	59.021	72305650	58355588	55.338	44.662
	Total	421895856	268281634	63.590	195373419	72908215	72.824	27.176
12	Public – Institutional Holders	98624611	35729090	36.227	31337767	4391323	87.709	12.291
12	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
12	Public-Others	221379939	131363238	59.338	128293687	3069551	97.663	2.337
	Total	421895856	268983634	63.756	261522760	7460874	97.226	2.774
13	Public – Institutional Holders	98624611	35729090	36.227	35729090	0	100.000	0.000
13	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
13	Public-Others	221379939	131363238	59.338	131362513	725	99.999	0.001
	Total	421895856	268983634	63.756	268982909	725	100.000	0.000

AMRK & ASSOCIATES
FRN-016728C
GURGAON
CHARTERED ACCOUNTANT

FORM NO. MGT - 13
Report of Scrutinizer(s)
[Pursuant to the section 109 of the Companies Act, 2013 and rule 21 (2) of the companies (Management and Administration) Rules, 2014]

To,
The Chairman
11th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 8, 2016 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar of M/s AMRK & Associates, Practicing Chartered Accountant, having our office at 1395, Sector-15, Part-2, Gurgaon-122001 and Mr. Ramesh Chandra Agarwal, having DP ID/Client ID No. IN300476/42567678 and having residential address at Dharam Nivas Civillines, Bulandshahar – 203001, Shareholder of Indiabulls Housing Finance Limited, appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolution(s) at the 11th Annual General Meeting of the Equity Shareholders of Indiabulls Housing Finance Limited held on September 8, 2016 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi -110038, submit our Report as under:

1. After the announcement of poll by the Chairman of the meeting, 2 (Two) 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. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as hereunder :

Item No. 1- As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

AMRK & ASSOCIATES
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GURGAON
CHARTERED ACCOUNTANT

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 2 - As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2015-16.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN:00010894), an Executive Director designated as Vice-Chairman and Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

AMRK & ASSOCIATES ★ CHARTERED ACCOUNTANT ★ FRN-016726C GURGAON

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 4 – As an Ordinary Resolution: Re-appointment of Mrs. Manjari Ashok Kacker (DIN:06945359), Non-Executive Director, who is liable to retire by rotation and, being eligible offers herself for re-appointment.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 5 – As an Ordinary Resolution: Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), as the auditors of the Company and fixing their remuneration.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

AMIR & ASSOCIATES ★ CHARTERED ACCOUNTANT ★ FRN-016728C GURGAON

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 125,000 Crore.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 7 – As a Special Resolution: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, upto the borrowing limit of INR 125,000 Crore.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

AMRK & ASSOCIATES ★ CHARTERED ACCOUNTANT ★ FRN-016728C GURGAON

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 8 – As a Special Resolution: Approval for conversion of loan into equity, subject to exercise of rights by the lenders, only in the event of persistent defaults by the Company, in the repayments of loans and/or interest thereon.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 9 – As a Special Resolution: Re-appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 10 – As a Special Resolution: Re-appointment of Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 11 – As a Special Resolution: Re-appointment of Mr. Shamsher Singh Ahlawat (DIN: 00017480), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

AMRK & ASSOCIATES ★ CHARTERED ACCOUNTANT ★ FRN-016726C GURGAON

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 12 – As a Special Resolution: Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

Item No. 13 – As an Ordinary Resolution: Appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2018.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	4,53,57,702	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

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(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	-

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.

6. The Report of Poll in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as Annexure – A.

Thanking you,
Yours faithfully,

AMRK & ASSOCIATES ★ CHARTERED ACCOUNTANT ★ FRN-016728C GURGAON

Raj Kumar
Partner
M/s AMRK & Associates
(Chartered Accountants)
M. No. : FCA 501863
FRN : 016728C

Name: Mr. Ramesh Chandra Agarwal
DP ID/Client ID no. IN30047-642567678
Address: Dharam Nivas Civillines,
Bulandshahar – 203001

Place: New Delhi
Date: 08.09.2016
Time: .....2.30 PM.

Annexure-A

Resolution ID	Category	Shares Held (1)	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
1	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
1	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
1	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
2	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
2	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
2	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
3	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
3	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
3	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
4	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
4	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
4	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
5	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
5	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
5	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
6	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
6	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
6	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
7	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
7	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
7	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
8	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
8	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
8	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
9	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
9	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
9	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
10	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
10	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
10	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
11	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
11	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000

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11	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
12	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
12	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
12	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000
13	Public – Institutional Holders	98624611	24012158	24.3470	24012158	0	100.000	0.000
13	Promoter and Promoter Group	101891306	0	0.0000	0	0	0.000	0.000
13	Public-Others	221379939	21345544	9.6420	21345544	0	100.000	0.000
	Total	421895856	45357702	10.7509	45357702	0	100.000	0.000

AMRK & ASSOCIATES
FRN-016728C
GURGAON
CHARTERED ACCOUNTANT

FORM NO. MGT - 13
Report of Scrutinizer(s)
[Pursuant to the section 109 of the Companies Act, 2013 and rule 20 (4)(xii) and 21 (2) of the companies (Management and Administration) Rules, 2014]

To,
The Chairman
11th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 8, 2016 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar of M/s AMRK & Associates, Practicing Chartered Accountant, having our office at 1395, Sector-15, Part-2, Gurgaon-122001, was appointed as the scrutinizer of Indiabulls Housing Finance Limited ("the Company") for the purpose of scrutinizing the E-voting process, and I along with Mr. Ramesh Chandra Agarwal, having DP ID/Client ID No. IN300476/42567678 and having residential address at Dharam Nivas, Civil Lines, Bulandshahar-203001 (UP), shareholder of Indiabulls Housing Finance Limited, were appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolution(s) at the 11th Annual General Meeting of the Equity Shareholders of Indiabulls Housing Finance Limited held on September 8, 2016 at 10:00 A.M., at Mapple Emerald, Rajokri, NH-8, New Delhi -110038. We hereby submit our Report on consolidated voting as under:

1. After the announcement of poll by the Chairman, two 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 authorisations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The votes cast through E-voting were unblocked on September 8, 2016 around 11:13 A.M. in the presence of two witnesses, Mr. Deepanjan Roy (PAN: BONPR9017L) R/o H. No. 757, Block-I, Palam Vihar, Gurgaon-122017 and Ms. Sangeeta (PAN: GMTPS8386C) R/o H. No. 621/16, Barafkhana, Civil Lines, Gurgaon-122001 (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Deepanjan Roy

Name: Ms. Sangeeta

AMRK & ASSOCIATES
FRN-016728C
GURGAON
CHARTERED ACCOUNTANT

5. The consolidated result of E-voting and Polling at the aforesaid 11th Annual General Meeting, is given hereunder :

Item No. 1 - As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
728	314311841	100.00

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
Nil	NA	NA

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	60000

Item No. 2- As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2015-16.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
728	314347942	100.00

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(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
Nil	NA	NA

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	60000

Item No. 3 - As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN:00010894), an Executive Director designated as Vice-Chairman and Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
722	312821544	99.52

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
5	1519792	0.48

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	66606

Item No. 4 - As an Ordinary Resolution: Re-appointment of Mrs. Manjari Ashok Kacker (DIN:06945359), Non-Executive Director, who is liable to retire by rotation and, being eligible offers herself for re-appointment.

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(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
369	232553643	74.15

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
355	81085693	25.85

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
9	768606

Item No. 5 - As an Ordinary Resolution: Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), as the auditors of the Company and fixing their remuneration.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
691	308328244	98.09

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
38	6019698	1.91

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(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	60000

Item No. 6 - As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 125,000 Crore.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
414	251752105	80.09

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
319	62595837	19.91

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	60000

Item No. 7 - As a Special Resolution: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, upto the borrowing limit of INR 125,000 Crore.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
389	246131490	78.31

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(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
343	68155436	21.69

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	121016

Item No. 8 - As a Special Resolution: Approval for conversion of loan into equity, subject to exercise of rights by the lenders, only in the event of persistent defaults by the Company, in the repayments of loans and/or interest thereon.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
364	240574431	77.43

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
350	70117976	22.57

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
23	3677301

Item No. 9 - As a Special Resolution: Re-appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

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(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
721	312599818	99.45

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
6	1741518	0.55

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	66606

Item No. 10 - As a Special Resolution: Re-appointment of Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
695	308964386	98.29

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
36	5376950	1.71

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(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	66606

Item No. 11 - As a Special Resolution: Re-appointment of Mr. Shamsher Singh Ahlawat (DIN: 00017480), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
389	240731121	76.75

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
335	72908215	23.25

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
9	768606

Item No. 12 - As a Special Resolution: Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2021.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
689	306880462	97.63

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(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
42	7460874	2.37

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	66606

Item No. 13 - As an Ordinary Resolution: Appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company, for a term from September 29, 2016 upto September 28, 2018.

(i) Voted in **favour** of resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast in favour of resolution	% of total number of valid votes cast
725	314340611	100.00

(ii) Voted **against** the resolution:

Total number of members voted through electronic voting system or through Poll	Total number of votes cast against the resolution	% of the total number of valid votes cast
2	725	0.00

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	66606

6. 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.

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7. The combined report of E-Voting and poll, in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure – A.

Thanking you,

Yours faithfully,

AMRK & ASSOCIATES
FRN-016728C
GURGAON
CHARTERED ACCOUNTANT

Raj Kumar
Partner
M/s AMRK & Associates
(Chartered Accountants)
M. No. : FCA 501863
FRN : 016728C

Name: Mr. Ramesh Chandra Agarwal
DP ID/Client ID no. IN300476/42567678
Address: Dharam Nivas, Civil Lines,
Bulandshahar-203001 (UP).

Place: New Delhi

Date: 08.09.2016

Time: 5.00 PM

Annexure - A

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes	% of Votes against on
1	Public – Institutional Holders	98624611	59747854	60.581	59747854	0	100.000	0.000
1	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
1	Public-Others	221379939	152672681	68.964	152672681	0	100.000	0.000
1	Total	421895856	314311841	74.500	314311841	0	100.000	0.000
2	Public – Institutional Holders	98624611	59747854	60.581	59747854	0	100.000	0.000
2	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
2	Public-Others	221379939	152708782	68.980	152708782	0	100.000	0.000
2	Total	421895856	314347942	74.508	314347942	0	100.000	0.000
3	Public – Institutional Holders	98624611	59741248	60.574	58484391	1256857	97.896	2.104
3	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
3	Public-Others	221379939	152708782	68.980	152445847	262935	99.828	0.172
3	Total	421895856	314341336	74.507	312821544	1519792	99.517	0.483
4	Public – Institutional Holders	98624611	59741248	60.574	39562230	20179018	66.223	33.777
4	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
4	Public-Others	221379939	152006782	68.663	91100107	60906675	59.932	40.068
4	Total	421895856	313639336	74.340	232553643	81085693	74.147	25.853
5	Public – Institutional Holders	98624611	59747854	60.581	56063511	3684343	93.834	6.166

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5	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
5	Public-Others	221379939	152708782	68.980	150373427	2335355	98.471	1.529
5	Total	421895856	314347942	74.508	308328244	6019698	98.085	1.915
6	Public – Institutional Holders	98624611	59747854	60.581	52951469	6796385	88.625	11.375
6	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
6	Public-Others	221379939	152708782	68.980	96909330	55799452	63.460	36.540
6	Total	421895856	314347942	74.508	251752105	62595837	80.087	19.913
7	Public – Institutional Holders	98624611	59686838	60.519	48943018	10743820	82.000	18.000
7	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
7	Public-Others	221379939	152708782	68.980	95297166	57411616	62.405	37.595
7	Total	421895856	314286926	74.494	246131490	68155436	78.314	21.686
8	Public – Institutional Holders	98624611	57131722	57.928	46667543	10464179	81.684	18.316
8	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
8	Public-Others	221379939	151669379	68.511	92015582	59653797	60.669	39.331
8	Total	421895856	310692407	73.642	240574431	70117976	77.432	22.568
9	Public – Institutional Holders	98624611	59741248	60.574	58263380	1477868	97.526	2.474
9	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
9	Public-Others	221379939	152708782	68.980	152445132	263650	99.827	0.173
9	Total	421895856	314341336	74.507	312599818	1741518	99.446	0.554
10	Public – Institutional Holders	98624611	59741248	60.574	56059220	3682028	93.837	6.163

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10	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
10	Public-Others	221379939	152708782	68.980	151013860	1694922	98.890	1.110
10	Total	421895856	314341336	74.507	308964386	5376950	98.289	1.711
11	Public – Institutional Holders	98624611	59741248	60.574	45188621	14552627	75.641	24.359
11	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
11	Public-Others	221379939	152006782	68.663	93651194	58355588	61.610	38.390
11	Total	421895856	313639336	74.340	240731121	72908215	76.754	23.246
12	Public – Institutional Holders	98624611	59741248	60.574	55349925	4391323	92.649	7.351
12	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
12	Public-Others	221379939	152708782	68.980	149639231	3069551	97.990	2.010
12	Total	421895856	314341336	74.507	306880462	7460874	97.627	2.373
13	Public – Institutional Holders	98624611	59741248	60.574	59741248	0	100.000	0.000
13	Promoter and Promoter Group	101891306	101891306	100.000	101891306	0	100.000	0.000
13	Public-Others	221379939	152708782	68.980	152708057	725	100.000	0.000
13	Total	421895856	314341336	74.507	314340611	725	100.000	0.000

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