

Indiabulls

Indiabulls Housing Finance Limited

IBULHSGFIN/EQ

September 30, 2015

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

**Sub: Proceedings of the Tenth Annual General Meeting of the Members of
Indiabulls Housing Finance Limited (the "Company") held on
September 7, 2015**

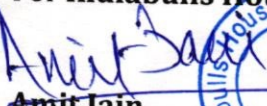
Dear Sirs,

Pursuant to Clause 31 of Listing Agreement, we forward herewith for your information and record, a copy of the proceedings of the Tenth Annual General Meeting of the Members of the Company held on Monday, September 7, 2015 at New Delhi.

Please take the same on record.

Thanking you,

Yours truly,
For **Indiabulls Housing Finance Limited**


Amit Jain
Company Secretary

Encl: as above

Indiabulls Housing Finance Limited

CIN : L65922DL2005PLC136029

Corporate Office: "Indiabulls House" 448-451, Udyog Vihar, Phase-V, Gurgaon - 122016, Telephone No. : 18002007777 (Toll Free) Fax: (0124) 6681111

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MINUTES OF PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIABULLS HOUSING FINANCE LIMITED HELD AT CENTAUR HOTEL, IGI AIRPORT, DELHI-GURGAON ROAD, NEW DELHI - 110037 ON MONDAY, THE 7TH DAY OF SEPTEMBER, 2015, COMMENCED AT 10:00 A.M. AND CONCLUDED AT 10:42 A.M.

DIRECTORS PRESENT

1. Mr. Ajit Kumar Mittal, Executive Director
2. Mr. Shamsher Singh Ahlawat, Independent Director and Chairman of Audit Committee
3. Mr. Prem Prakash Mirdha, Independent Director

MEMBERS

153 Members, present in person.

7 Members, present through their respective Proxies.

419 Members voted through e-voting process.

IN ATTENDANCE

Mr. Sudhir Khullar, Group Head - Corporate Affairs and Secretarial

Mr. Amit Jain, Company Secretary

Mr. Sudhir Khullar welcomed all the shareholders to the Tenth Annual General Meeting, on behalf of the Company & its management.

CHAIRMAN OF THE MEETING

Mr. Sanjiv Jain (DP ID: IN300781 Client ID: 10024324) proposed and Mr. Ramesh Chandra Agarwal (DP ID: IN300476 Client ID: 42567678) seconded the name of Mr. Ajit Kumar Mittal to chair the meeting. The proposal was unanimously approved by the members present, whereupon Mr. Ajit Kumar Mittal assumed the chair.

Mr. Ajit Kumar Mittal, Chairman of the meeting, welcomed all the shareholders to the Tenth Annual General Meeting.

QUORUM

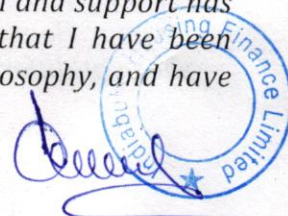
The requisite quorum being present, the Chairman called the meeting to order.

He then introduced the persons sitting on dais, from left Mr. Prem Prakash Mirdha, Mr. Shamsher Singh Ahlawat, Independent Directors and Mr. Sudhir Khullar, Group Head - Secretarial & Corporate Affairs. Mr. Shamsher Singh Ahlawat is the Chairman of the Audit Committee.

CHAIRMAN'S ADDRESS

The Chairman addressed the members present at the meeting giving inter-alia report/information on business activities of the Company as under:

This year we mark the 15th anniversary of the Indiabulls Group, which is today one of the country's top corporate houses with businesses spread across Financial Services, Real Estate and Wealth Management Services. I wish to thank you, dear shareholders whose continued faith and support has made this possible. The three mantras - 'stable', 'scalable' and 'sustainable' - that I have been alluding to in my past years' speeches - have continued to guide our business philosophy, and have helped us emerge as the country's second most profitable housing finance company.



While we reflect on this fascinating journey of last 15 years, this year has been momentous in more ways than one: Your Company's rating was upgraded to AAA in the first half of this year. This has resulted in further improved efficiencies in our resource mobilization. This year we also crossed a milestone of Rs.1 lakh crore of cumulative disbursements since inception. The year also saw us take a quantum leap towards achieving highest standards of corporate governance with the induction of several illustrious professionals, including an ex-Deputy Governor of RBI and two retired Supreme Court judges on our board as independent directors. I am sure their intellectual leadership will enrich our board deliberations and help us chart our growth path in the coming years.

All the rating agencies that rate us, upgraded us this year, a testimony to the key principles we run our business by: tight control over asset quality; robust capitalization levels; comfortable liquidity; diversified resource profile and very healthy operational and financial indicators. The rating upgrades and the resultant efficiencies in our liabilities franchise has translated into a decrease in our borrowing costs. We have utilized this advantage to address a still lower risk and more mass market customer segments leading to very healthy growth across all key financial parameters. In what is a further source of diversification in the borrowing mix, we fully utilized and drew down the RBI approved external commercial borrowing (ECB) limit of USD 200 million.

High quality, mortgage backed secured lending has been the bedrock of our business. We continue to diligently focus on maintaining tight underwriting standards, asset quality, profitability in each business segment and effective leverage of technology. All of this has ensured that the Company maintains its healthy growth trajectory and continues to build a scalable and sustainable business.

Macro-economic scenario

The financial year began with the unveiling of a new Central government. The resounding and decisive mandate is reflective of the country's priorities and the change India wants. Moderating inflation, declining oil prices and trade deficit being under control, has afforded the government the opportunity to set the country on a path of firm growth. The new government has swung into action and is going about removing many of the impediments to business and is increasingly playing the role of a business enabler.

The RBI, on its part, has also taken steps towards creating a congenial business environment, having cut 'Repo' rates twice, reducing the cost of debt and providing the much needed fillip to the economy. This has had an especially positive impact on the home loan market by making loans more affordable and reducing the EMI burden on existing borrowers.

Under the new government India has seen significant FII investments. Foreign Institutional Investors made a net equity investment of Rs. 1.09 lakh crore in 2014-15, and a further Rs. 1.64 lakh crore into debt markets - over Rs. 2.73 lakh crore in all.

Performance overview

Your Company has turned in an excellent performance this year and has clocked healthy growth on all key financial parameters. For the year ended 31st March 2015, the Company reported a 23.1% increase in Total Revenue at Rs. 7,270.4 crore for the financial year ended 31st March 2015 as against Rs. 5,904.8 crore for the previous year. Profit after Tax (PAT) for the year ended 31st March 2015 has increased to Rs. 1,901.2 crore from Rs. 1,568.5 crore, an increase of 21.2% over the last year. Outstanding loans under management grew by 26.9% to Rs. 52,235 crore from Rs. 41,169 crore a year earlier. The Net Interest Income (NII) has grown by 21.9% to Rs. 3,179.5 crore. Return on Equity (RoE) works out to 29% with Earnings per Share (EPS) of Rs. 55 (Rs. 48 last year). Given the good performance of the Company, and its philosophy to reward shareholders, and as recommended by your Board of Directors, your Company has cumulatively paid a record dividend of Rs. 26 per share at different quarterly intervals during the year, resulting in dividend payout of Rs. 1,053 crore

for the year 2014-15. I am proud to say that your Company has consistently been one of the highest dividend paying companies in the private sector.

Robust fundamentals key to sustained growth

We continue to be one of the best capitalized HFCs, with our CRAR at 18.4% as against the prescribed 12 %. The consolidated net worth of your Company as on March 31, 2015 stands at Rs. 6,565.2 crore. The AAA rating, comfortable liquidity and healthy capitalization have further enhanced our fund raising capabilities and our bonds have become an established currency with almost all the leading institutional subscribers. During the year, the Company issued NCDs amounting to Rs. 7,473 crore on a private placement basis, taking the total funds raised through bonds to nearly Rs. 14,628 crore in March 2015, up from Rs. 10,525 crore in March 2014.

A cornerstone of our risk mitigation strategy is the healthy level of liquidity that we maintain. The cash and bank balances and current investment of the Company added up to nearly Rs. 9,631.2 crore at the end of FY 15. Among its lenders, the Company now counts 132 strong relationships: 26 PSU banks, 17 Private and Foreign banks and 89 Mutual Funds, Provident Funds, Pension Funds, Insurance Companies and others.

Scalability has to result in continuously improving operating efficiencies. NPAs continue to remain low and within the target range. Our Gross NPA and Net NPA stood at 0.85% (0.83% in FY 14) and 0.36% (0.36% FY 14) respectively at the end of FY 15. The total provision pool, including floating and standard asset provisions, stood at Rs. 615.5 crore as on March 31, 2015, compared to Rs. 502.5 crore last year.

Human Resources

In a lending business, people are the most important asset. People are the repository of intellectual property accumulated over many years of customer relationship management, loan underwriting and loan management. Employee engagement and providing avenues for professional and personal growth are key focus areas of the Human Resources function.

In FY 2013-14, we covered all your Company's employees, and their families, under medical insurance and unveiled many Health & Fitness initiatives. We are increasing the investment in IT within the HR function by bringing the many independent modules under one comprehensive HR Information System solution. This would ensure seamless flow of HR processes online with the added benefit of accessibility of the application to all employees from their smart phones. This year we recruited over 300 new graduates from over 50 campuses across the country. The year also saw the launch of many on-line training modules to serve as a ready reference and a knowledge building tool.

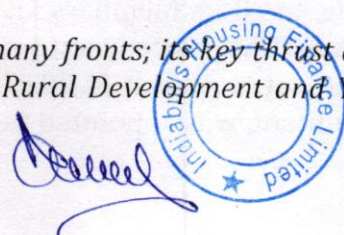
Customer Service

I am very pleased to announce that this year your Company's customer service department and its policies and processes received the ISO certification. The certification is a significant recognition of our customer service standards. The ISO 10002:2014 certification provides us with a benchmark for maintaining superior levels of customer service and a customer-centric foundation in all aspects of our operations.

Corporate Social Responsibility

Your Company is a responsible corporate citizen and meaningfully contributes to the cause of the society. Our nationwide presence and close interaction with our various stakeholders in the course of our day-to-day operations gives us a window into the lives of people, which then helps us meaningfully contribute to society.

Indiabulls Foundation, the group's CSR arm, is doing stellar work on many fronts; its key thrust areas are: Health, Education, Sanitation, Nutrition, Disaster Management, Rural Development and Youth



Empowerment. This year the Foundation set up 1 free medical clinic, 6 mobile medical health vans for the underprivileged and also sponsored 600 cleft surgeries for children.

In Education, scholarships to 100 underprivileged deserving students to continue their education after the 12th standard and installed a sophisticated E-Learning system in an ashram school. In Kashmir Relief, 10,000 people were helped by your Company in supplying them nutritional supplement packets. 10,000 underprivileged women were given free sanitary kits for a year to promote under sanitation and hygiene.

Technology

Your Company continues to make investments in technology and infrastructure, regularly upgrading systems to optimally leverage technology and ensure steady scalable business growth. Productivity and employee effectiveness has been considerably increased by rolling out of customised apps for various departments. Today, customers have the option of multiple touch points with the Company which has resulted in greatly increasing customer service standards and customer satisfaction.

Outlook for the housing finance sector

A revival in economic sentiment, rising income levels of borrowers and cooling property prices have resulted in improved outlook for the mortgage lenders. Softening of interest rates combined with tepid property price inflation compared to increase in disposable incomes has made the house buying more affordable. In fact, the centre's push towards affordable housing is expected to substantially boost home loan growth over the next few years.

On the supply side, state governments have moved to ease the process of obtaining building permits. I expect municipal corporations to move towards having a single window system to issue building permissions. The ministry of urban development has made this suggestion to state governments, and asked them to issue directions to the municipal corporations accordingly.

All of these factors should lead to an increased demand for housing and consequently housing loans. Your Company is ideally poised to make the best of this opportunity and contribute to this key socio-economic sector of the country's landscape.

I would like to conclude by extending my gratitude to team Indiabulls, our customers, bankers, regulators and other stakeholders, without whose support all that we have achieved would not have been possible.

AUDITOR'S REPORT

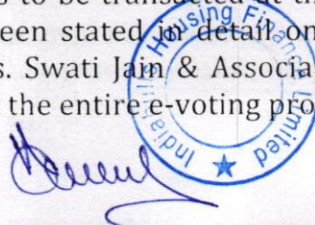
At the request of the Chairman, Mr. Sudhir Khullar read out the Auditor's Report.

The members thereupon proceeded to transact the business set out in the notice convening the meeting.

NOTICE

With the permission of the members present, the Notice dated August 5, 2015 of the Tenth Annual General Meeting was taken as read.

The Chairman informed the members present that in compliance with the provisions of the Companies Act 2013 and Rules framed thereunder, the Company had offered the facility of remote e-voting, to all its Members, in respect of the business to be transacted at this Tenth Annual General Meeting. The procedure to exercise e-voting, has been stated in detail on page nos. 6 to 8 of the Notice dated August 5, 2015. Ms. Swati Jain of M/s. Swati Jain & Associates, Practicing Chartered Accountant, was appointed as Scrutinizer, to conduct the entire e-voting process. This online e-voting



facility was available from 10.00 A.M. on September 3, 2015 to 5.00 P.M. on September 6, 2015, as mentioned on page no. 6 to 8 of the notice dated August 5, 2015 and post conclusion of this AGM, the Scrutinizer would be submitting her report to me on the said electronic voting exercised by the shareholders of the Company.

The Chairman further informed the Members present that the Company has arranged for poll on all the resolutions listed at Item nos. 1 to 12 of the Notice dated August 5, 2015, to be exercised by such Members, present at the meeting, who did not participate in the remote e-voting process. He further clarified that Members, who have already cast their votes through remote e-voting during September 3, 2015 to September 6, 2015, and are present in this meeting, either personally or through proxies, should not participate in the poll, and in case any of such Members, again cast their vote, in this meeting, the voting done through remote e-voting shall prevail and their ballots will be treated as invalid.

He then briefly apprised the Members present on the gist of resolutions proposed at agenda item nos. 1 to 12. Members were requested to raise their queries, if any, on any of these agenda items, before these were put to vote.

On being satisfied that the Members present at the meeting have clearly understood all the resolutions as set out at item No(s) 1 to 12 of the Notice dated August 5, 2015 and they have no further information to seek on any of these agenda items, the Chairman ordered the poll on all these resolutions, by way of voting through ballot papers, distributed to all Members present at the meeting. Ms. Swati Jain of M/s Swati Jain & Associates, a Practicing Chartered Accountant, and Mr. Sanjiv Jain, having DP ID/Client ID no. IN300781/10024324 and Mr. Ramesh Chandra Agarwal, having DP ID/Client ID no. IN300476/42567678, shareholders of the Company, were appointed as Scrutinizers to scrutinize the poll process with respect to all the resolutions as set out at item No(s) 1 to 12 of the Notice dated August 5, 2015.

The Chairman announced that the combined result of e-voting and polling through ballots will be declared on or before September 8, 2015 by 5:00 pm, and will simultaneously be intimated to Stock Exchanges and will also be displayed at the registered office of the Company and websites of the Company and Karvy Computershare Private Limited (Karvy).

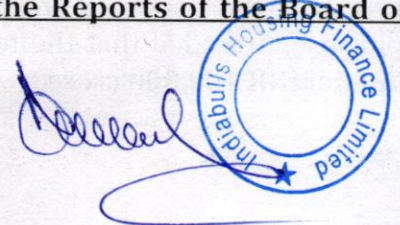
On being informed by the Scrutinizers, that all members/proxies, present at the meeting, were provided with the ballot papers, the Chairman announced the opening of the poll and closed it after 15 minutes on receipt of confirmation by the scrutinizers that all the members/proxies present at the meeting have exercised their votes.

The Meeting was then concluded with unanimous vote of thanks to the Chair.

The combined result of e-voting and poll was notified to the Exchanges in the format prescribed under Clause 35A of the Listing Agreement on the same day of Tenth Annual General Meeting i.e. September 7, 2015. Simultaneously, details of the said result were also displayed at Company's Registered office and were uploaded on websites of the Company and Karvy.

The resolutions as set out at item No(s) 1 to 12 of the Notice dated August 5, 2015, passed by the members with requisite majority, are as under -

Item No.1 - Ordinary Resolution:- Adoption of the audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Indabulls Housing Finance Limited" around its perimeter.

"RESOLVED THAT the audited standalone and consolidated Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

Item No.2 Ordinary Resolution:- Confirmation of payment of interim dividends, declared on equity shares of the Company for the financial year 2014-15.

"RESOLVED THAT the sum total of three interim dividends declared and paid by the Board of Directors during the financial year 2014-15, which constitute a total payout of INR 26/- per share (1300% on the face value of INR 2/- each) be and is hereby approved, and the same be treated as the final dividend for the financial year 2014-15."

Item No.3- Ordinary Resolution:- Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) designated as Executive Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment..

"RESOLVED THAT Mr. Ajit Kumar Mittal (DIN: 02698115), designated as Executive Director, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No.4- Ordinary Resolution:- Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114), designated as Deputy Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

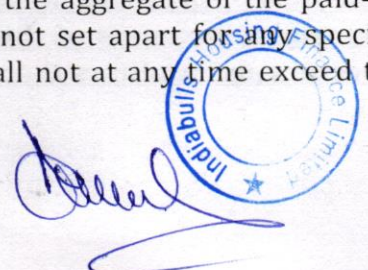
"RESOLVED THAT Mr. Ashwini Omprakash Kumar (DIN:03341114), designated as Deputy Managing Director, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No.5- Ordinary Resolution:- Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.

"RESOLVED THAT the appointment of Messers Deloitte Haskins& Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), be and are hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of Eleventh Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company."

Item No.6- Special Resolution:- Approval for enhancement of Borrowing limits of the Company upto INR 100,000 Crore.

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR 100,000 crore.



RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

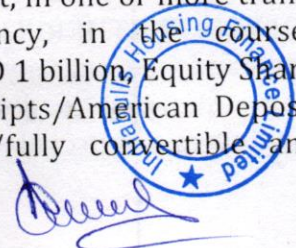
Item No.7- Special Resolution:- Approval for issue of Redeemable Non-Convertible Debentures, on a private placement basis, upto the borrowing limit of the Company.

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Housing Finance Companies Issuance of Non-Convertible Debentures on a Private Placement Basis (NHB) Directions 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the Simplified Listing Agreement for Debt Securities, as may be amended from time to time, and subject to other applicable regulations/ guidelines, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company ("Board") for making offer(s) or invitation(s) to subscribe to Redeemable Non-Convertible Debentures ("NCDs") secured or unsecured and/or Bonds and/or any other hybrid instruments, which can be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions 2010 for cash either at par or premium or discount to the face value, under one or more shelf disclosure documents and/or under one or more letters of offer, as may be issued by the Company, on private placement basis, in one or more tranches, from time to time, during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No.8- Special Resolution:- Authorization for issuance of Equity and/or Convertible Securities in the Company upto INR equivalent to USD 1 billion.

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof (the "Companies Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI Regulations"), the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued / to be issued thereon by the Government of India (GOI), the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and / or any other regulatory / statutory authorities, from time to time, to the extent applicable, the listing agreements entered into with the stock exchanges and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consents and approvals of any regulatory / statutory authorities, Board of Directors of the Company (the "Board" which term shall be deemed to include, any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law) be and is hereby authorized, in its absolute discretion to create, offer, issue and allot, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic/international offerings, for a value of upto INR equivalent to USD 1 billion, Equity Shares of the Company, including Equity Shares through Global Depository Receipts/American Depository Receipts and/or debentures or bonds whether partially/optionally/fully convertible and/or



securities linked to or convertible into or exchangeable for Equity Shares or Fully Convertible Debentures/ Partly Convertible Debentures/Optionally Convertible Debentures, Convertible Preference Shares or any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, and/or any other financial instrument linked to or convertible into Equity Shares, and/or Non-Convertible Debentures along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares at a later date, and/or Non-Convertible Preference Shares and/or any other security permissible by Indian law including foreign currency convertible bonds in registered or bearer form, or any combination of such securities ("Securities"), to such person or persons, who may or may not be the shareholder(s) of the Company, as the Board may at its sole discretion decide, including one or more of the members, employees (through a reservation in the Public Issue or otherwise), Non-resident Indians, Foreign Institutional Investors (FIIs), Qualified Institutional Buyers (QIBs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities, authorities and to such other persons in one or more combinations thereof through a public issue, rights issue, preferential issue, or qualified institutions placement (QIP) pursuant to and in accordance with the provisions of Chapter VIII of ICDR Regulations, or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price in such manner and on such terms and conditions, including premium, security, rate of interest and tenor, as may be deemed appropriate by the Board subject to applicable law, in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevalent market conditions and other relevant factors and where required, in consultation with the merchant banker(s) and / or other advisor(s), as the Board, in its absolute discretion, may deem fit and appropriate.

RESOLVED FURTHER THAT in case of issuance of Securities by way of qualified institutions placement, in accordance with the applicable SEBI Regulations, the price at which, the Securities to be issued, shall be finalized by the Board, in its sole and absolute discretion, including issuance of all or any of such Securities at a discount of upto 5% on the price, calculated in terms of Chapter VIII of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date for determining the price of the Securities, shall be the date of the meeting in which the Board decides to open the proposed issue of the Securities, including NCDs and Warrants by way of QIP, subsequent to the receipt of shareholders' approval in terms of section 42, 62 and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines.

RESOLVED FURTHER THAT the issue of the Securities as aforesaid shall be, inter alia, subject to the following terms and conditions: (i) The Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and (ii) The Equity Shares to be issued and allotted in the issue and/or upon exchange / conversion of the other Securities shall rank pari passu inter se and with the then existing equity shares of the Company, in all respects including dividend.

RESOLVED FURTHER THAT such of the Securities to be issued as are not subscribed may be disposed off by the Board in such manner and / or on such terms, as the Board may deem fit and proper, in its sole and absolute discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors of the Company and / or any officers authorized by the Board, in this regard, be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer documents(s), determining the form

and manner of the issue, including the number of Securities to be issued and the terms of the Securities, and the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents, creation of mortgage / charge in accordance with Section 180 of the Companies Act, 2013, in respect of any Securities, as may be required either on pari- passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No.9- Special Resolution:- Alteration of object Clause No. 8 of the "Ancillary Objects" Clause of the Memorandum of Association of the Company.

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions if any, of the Companies Act, 2013, the existing Clause No. 8 of the "Ancillary Objects" Clause of the Memorandum of Association of the Company be altered by deleting the words 'partnership or into', and the modified clause 8 of the "Ancillary Objects" shall be as under:

"8. To enter into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this Company is authorized to carry on and subject to section 391 of the Companies Act, 1956, to amalgamate with any other such company, having main objects altogether or in part similar to those of the Company."

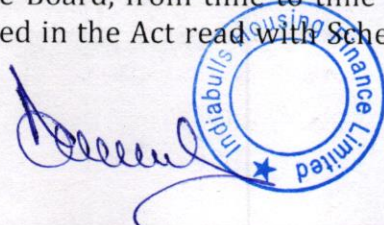
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things as may be required under applicable laws including the filling of the necessary forms with the relevant governmental authorities, without being required to seek any further consent or approval of the members or otherwise."

Item No.10- Special Resolution:- Approval for payment of remuneration to Mr. Gagan Banga, Vice-Chairman and Managing Director of the Company.

"RESOLVED THAT pursuant to the provisions of sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment of the Act), consent of the members be and is hereby accorded for the payment of such remuneration to Mr. Gagan Banga (DIN: 00010894), Vice-Chairman and Managing Director of the Company, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time."

Item No.11- Special Resolution:- Approval for payment of remuneration to Mr. Ajit Kumar Mittal, Executive Director of the Company.

"RESOLVED THAT pursuant to the provisions of sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment of the Act), consent of the members be and is hereby accorded for the payment of such remuneration to Mr. Ajit Kumar Mittal (DIN: 02698115), Executive Director of the Company, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time."



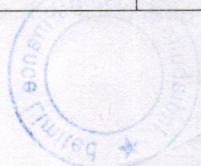
Item No.12- Special Resolution:- Approval for payment of remuneration to Mr. Ashwini Omprakash Kumar, Deputy Managing Director of the Company.

“RESOLVED THAT pursuant to the provisions of sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment of the Act), consent of the members be and is hereby accorded for the payment of such remuneration to Mr. Ashwini Omprakash Kumar (DIN: 03341114), Deputy Managing Director of the Company, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.”

OUTCOME / RESULT OF THE VOTING

The consolidated result of e-voting and polling at the aforesaid Tenth Annual General Meeting is given below:

Promoter/Public	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
Resolution 1 - Adoption of the audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon. Resolution Required:(Ordinary)							
Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	93,180,740	47.70	93,180,740	0	100.00	0.00
Public-Others	68,040,450	43,639,045	64.14	43,639,020	25	100.00	0.00
Total	362,275,720	235,711,091	65.06	235,711,066	25	100.00	0.00
Resolution 2 - Confirmation of payment of interim dividends, declared on equity shares of the Company for the financial year 2014-15. Resolution Required:(Ordinary)							
Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	93,233,901	47.73	93,233,901	0	100.00	0.00
Public-Others	68,040,450	43,639,055	64.14	43,639,055	0	100.00	0.00
Total	362,275,720	235,764,262	65.08	235,764,262	0	100.00	0.00
Resolution 3 - Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) designated as Executive Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment. Resolution Required:(Ordinary)							
Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	93,233,901	47.73	49,755,214	43,478,687	53.37	46.63
Public-Others	68,040,450	43,638,955	64.14	43,638,595	360	100.00	0.00
Total	362,275,720	235,764,162	65.08	192,285,115	43,479,047	81.56	18.44



[Handwritten signature]

[Circular stamp: Labadulla Housing Finance Pvt. Ltd.]

Resolution 4 - Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114), designated as Deputy Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.
Resolution Required: (Ordinary)

Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	93,233,901	47.73	92,932,671	301,230	99.68	0.32
Public-Others	68,040,450	43,638,955	64.14	43,638,610	345	100.00	0.00
Total	362,275,720	235,764,162	65.08	235,462,587	301,575	99.87	0.13

Resolution 5 -Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.Resolution Required:(Ordinary)

Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	93,233,901	47.73	93,088,368	145,533	99.84	0.16
Public-Others	68,040,450	43,639,055	64.14	43,638,735	320	100.00	0.00
Total	362,275,720	235,764,262	65.08	235,618,409	145,853	99.94	0.06

Resolution 6 -Approval for enhancement of Borrowing limits of the Company upto INR 100,000 Crore.
Resolution Required:(Special)

Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	90,878,715	46.52	63,067,669	27,811,046	69.40	30.60
Public-Others	68,040,450	43,639,055	64.14	43,638,590	465	100.00	0.00
Total	362,275,720	233,409,076	64.43	205,597,565	27,811,511	88.08	11.92

Resolution 7 - Approval for issue of Redeemable Non-Convertible Debentures, on a private placement basis, upto the borrowing limit of the Company.
Resolution Required:(Special)

Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	82,917,610	42.45	49,952,246	32,965,364	60.24	39.76
Public-Others	68,040,450	43,639,055	64.14	43,638,695	360	100.00	0.00
Total	362,275,720	225,447,971	62.23	192,482,247	32,965,724	85.38	14.62

Resolution 8 - Authorization for issuance of Equity and/or Convertible Securities in the Company upto INR equivalent to USD 1 billion.
Resolution Required:(Special)

Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	90,878,715	46.52	61,373,685	29,505,030	67.53	32.47
Public-Others	68,040,450	43,639,050	64.14	43,638,700	350	100.00	0.00
Total	362,275,720	233,409,071	64.43	203,903,691	29,505,380	87.36	12.64

Resolution 9 -Alteration of object Clause No. 8 of the "Ancillary Objects" Clause of the Memorandum of Association of the Company.
Resolution Required:(Special)

Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	93,233,901	47.73	93,233,901	0	100.00	0.00
Public-Others	68,040,450	43,638,955	64.14	43,638,635	320	100.00	0.00
Total	362,275,720	235,764,162	65.08	235,763,842	320	100.00	0.00

(Signature)
 Director

Resolution 10 - Approval for payment of remuneration to Mr. Gagan Banga, Vice-Chairman and Managing Director of the Company. Resolution Required:(Special)							
Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	75,482,189	38.64	31,004,973	44,477,216	41.08	58.92
Public-Others	68,040,450	43,638,955	64.14	43,638,575	380	100.00	0.00
Total	362,275,720	218,012,450	60.18	173,534,854	44,477,596	79.60	20.40
Resolution 11 - Approval for payment of remuneration to Mr. Ajit Kumar Mittal, Executive Director of the Company. Resolution Required:(Special)							
Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	75,482,189	38.64	31,004,973	44,477,216	41.08	58.92
Public-Others	68,040,450	43,638,955	64.14	43,638,560	395	100.00	0.00
Total	362,275,720	218,012,450	60.18	173,534,839	44,477,611	79.60	20.40
Resolution 12 - Approval for payment of remuneration to Mr. Ashwini Omprakash Kumar, Deputy Managing Director of the Company. Resolution Required:(Special)							
Promoter and Promoter Group	98,891,306	98,891,306	100.00	98,891,306	0	100.00	0.00
Public – Institutional holders	195,343,964	75,482,189	38.64	31,004,973	44,477,216	41.08	58.92
Public-Others	68,040,450	43,638,955	64.14	43,638,575	380	100.00	0.00
Total	362,275,720	218,012,450	60.18	173,534,854	44,477,596	79.60	20.40

Place: Mumbai
Date: September 22, 2015



CHAIRMAN