

SG & ASSOCIATES

COMPANY SECRETARIES

E-mail : suhas62@yahoo.com
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Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,
Above Kajal Jewellers, Goregaon (West) Mumbai - 400 062

Scrutinizer's Report - Combined

To,
The Chairman,
Housing Development and Infrastructure Limited

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

Dear Sir,

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

{ 1 }



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

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

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



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



For SG and Associates,

Suhas Ganpule
Suhas Ganpule

Practicing Company Secretaries

Membership No.12122

COP No: 5722

Place: Mumbai

Date: 29th September, 2017

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Scrutinizer's Report

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

To,
The Chairman,
Housing Development and Infrastructure Limited

Report of Scrutinizer

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

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

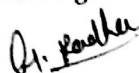


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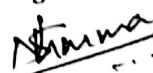
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- iii. The votes cast were unblocked on 29th September, 2017 in the presence of 2 witnesses, Ms. Radha Gohil and Ms. Nikita R. Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked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



(Radha Gohil)



(Nikita Sharma)

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

Item No. 1:-

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:



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

Item No. 2:-

Ordinary Resolution- Appointment of Statutory Auditors:

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
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Item No. 3:-

Ordinary Resolution- Ratify the remuneration to Cost Auditors:

(i) Voted in favour of the resolution:



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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Item No. 4:-

Special Resolution- To consider preferential allotment of Convertible Warrants

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

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(iii) Invalid votes:

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

Item No. 5:-

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

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



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(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Item No. 7:

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:



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

(iii) Invalid votes:

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

Thanking you,
Yours faithfully,



For SG and Associates,

Suhas Ganpule
Suhas Ganpule

Practicing Company Secretaries

Membership No.: 12122

C. P. No: 5722

Date: 29th September, 2017

Place: Mumbai

Scrutinizer's Report

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

To,
The Chairman
Housing Development and Infrastructure Limited

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

Dear Sir,

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

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



Item No. 1:-

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

(i) Voted in favour of the resolution:

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

(ii) Voted against of the resolution:

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

(iii) Invalid votes:

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

Item No. 2:-

Ordinary Resolution- Appointment of Statutory Auditors:

(i) Voted in favour of the resolution:

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



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(ii) Voted against of the resolution:

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

(iii) Invalid votes:

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

Item No. 3:-

Ordinary Resolution- Ratify the remuneration to Cost Auditors:

(i) Voted in favour of the resolution:

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

(ii) Voted against of the resolution:

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

(iii) Invalid votes:



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

Item No. 4:-

Special Resolution- To consider preferential allotment of Convertible Warrants

(i) Voted in favour of the resolution:

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

(ii) Voted against of the resolution:

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

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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Item No. 5:-

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

(i) Voted in favour of the resolution:



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Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(ii) Voted against of the resolution:

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

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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Item No. 6:-

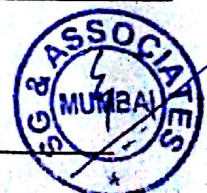
Ordinary Resolution- To consider payment of Commission to Non-Executive Directors:

(i) Voted in favour of the resolution:

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

(ii) Voted against of the resolution:

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

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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Item No. 7:-

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

(i) Voted in favour of the resolution:

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

(ii) Voted against of the resolution:

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

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary
/ Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



For SG and Associates,
Practicing Company Secretaries

Suhas Ganpule

Proprietor

Membership No.12122

COP No: 5722

Place: Mumbai

Date: 29th September, 2017