

Ref. No. HDIL/CSD/CH/2018-19/000403

September 29, 2018

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

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

Scrip Code: 532873

Security Symbol: HDIL

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

Dear Sir/ Madam,

We would like to inform you that the 22nd Annual General Meeting (“**AGM**”) of Housing Development and Infrastructure Limited (“**the Company**”) was held on Saturday, September 29, 2018, at Mumbai Cricket Association Recreation Centre (MCA) G – Block, Near Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015, please find enclosed the details of Voting Results of the Business transacted at the AGM of the Company in prescribed format.

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

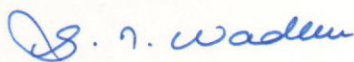
We are also enclosing the Scrutinizer's Report dated September 29, 2018, on Consolidated e-voting.

Request you to take the same on records.

Thanking You,

Yours truly,

For Housing Development and Infrastructure Limited



Sarang Rakesh Wadhawan
Vice Chairman & Managing Director

Encl: As above



	HOUSING DEVELOPMENT & INFRASTRUCTURE LTD
Date of the AGM/EGM	29-09-2018
Total number of shareholders on record date	263789
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	38
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements							
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	158,351,266	139,192,151	87.90	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.57	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.00	0	0	0.0000	0.0000
	Total		154,351,266	97.47	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	54,552,273	81.76	32,782,861	21,769,412	60.0943	39.9056
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.00	0	0	0.0000	0.0000
	Total		54,552,273	81.76	32,782,861	21,769,412	60.0944	39.9056
Public- Non Institutions	E-Voting	208,933,596	3,204,956	1.53	3,162,385	42,571	98.6717	1.3282
	Poll		31,924	0.02	31,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.00	0	0	0.0000	0.0000
	Total		3,236,880	1.55	3,194,309	42,571	98.6848	1.3152
Total		434,003,986	212,140,419	48.88	190,328,436	21,811,983	89.7181	10.2819



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratify the remuneration to Cost Auditors							
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	158,351,266	139,192,151	87.9009	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.5731	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		154,351,266	97.4740	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	57,976,074	86.8957	57,554,828	421,246	99.2734	0.7265
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,976,074	86.8957	57,554,828	421,246	99.2734	0.7266
Public- Non Institutions	E-Voting	208,933,596	3,200,830	1.5320	3,158,083	42,747	98.6645	1.3354
	Poll		31,879	0.0153	31,879	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,232,709	1.5473	3,189,962	42,747	98.6777	1.3223
Total		434,003,986	215,560,049	49.6678	215,096,056	463,993	99.7848	0.2152



Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - To consider fund raising programme of the Company.							
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	158,351,266	139,192,151	87.9009	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.5731	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		154,351,266	97.4740	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	57,976,074	86.8957	32,312,057	25,664,017	55.7334	44.2665
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,976,074	86.8957	32,312,057	25,664,017	55.7334	44.2666
Public- Non Institutions	E-Voting	208,933,596	3,200,901	1.5320	3,157,330	43,571	98.6387	1.3612
	Poll		31,879	0.0153	31,879	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,232,780	1.5473	3,189,209	43,571	98.6522	1.3478
Total		434,003,986	215,560,120	49.6678	189,852,532	25,707,588	88.0741	11.9259



Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - To Re-appoint Mr. Lalit Mohan Mehta (DIN : 00458975) as Independent Director of the Company for a second term.							
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	158,351,266	139,192,151	87.9009	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.5731	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		154,351,266	97.4740	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	57,976,074	86.8957	32,336,211	25,639,863	55.7750	44.2249
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,976,074	86.8957	32,336,211	25,639,863	55.7751	44.2249
Public- Non Institutions	E-Voting	208,933,596	3,201,041	1.5321	3,154,625	46,416	98.5499	1.4500
	Poll		31,879	0.0153	31,879	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,232,920	1.5474	3,186,504	46,416	98.5643	1.4357
Total		434,003,986	215,560,260	49.6678	189,873,981	25,686,279	88.0839	11.9161



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - To Re-appoint Mr. Raj Kumar Aggarwal (DIN : 02034914) as Independent Director of the Company for a second term.							
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	158,351,266	139,192,151	87.9009	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.5731	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		154,351,266	97.4740	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	57,976,074	86.8957	34,971,345	23,004,729	60.3203	39.6796
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,976,074	86.8957	34,971,345	23,004,729	60.3203	39.6797
Public- Non Institutions	E-Voting	208,933,596	3,201,041	1.5321	3,154,625	46,416	98.5499	1.4500
	Poll		31,879	0.0153	31,879	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,232,920	1.5474	3,186,504	46,416	98.5643	1.4357
Total		434,003,986	215,560,260	49.6678	192,509,115	23,051,145	89.3064	10.6936



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - To adopt new set of Article of associations as per Companies Act, 2013.							
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	158,351,266	139,192,151	87.9009	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.5731	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		154,351,266	97.4740	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	55,340,940	82.9461	32,336,211	23,004,729	58.4309	41.5690
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,340,940	82.9461	32,336,211	23,004,729	58.4309	41.5691
Public- Non Institutions	E-Voting	208,933,596	3,200,937	1.5320	3,158,406	42,531	98.6712	1.3287
	Poll		31,924	0.0153	31,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,232,861	1.5473	3,190,330	42,531	98.6844	1.3156
Total		434,003,986	212,925,067	49.0606	189,877,807	23,047,260	89.1759	10.8241



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - To adopt new Memorandum of association as per Companies Act, 2013.							
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	158,351,266	139,192,151	87.9009	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.5731	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		154,351,266	97.4740	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	55,340,940	82.9461	32,336,211	23,004,729	58.4309	41.5690
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,340,940	82.9461	32,336,211	23,004,729	58.4309	41.5691
Public- Non Institutions	E-Voting	208,933,596	3,200,937	1.5320	3,158,406	42,531	98.6712	1.3287
	Poll		31,890	0.0153	31,890	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,232,827	1.5473	3,190,296	42,531	98.6844	1.3156
Total		434,003,986	212,925,033	49.0606	189,877,773	23,047,260	89.1759	10.8241



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve issue of 2,00,00,000 (two crore) Warrants on Preferential Basis to Promoter of the Company.							
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	158,351,266	139,192,151	87.9009	139,192,151	0	100.0000	0.0000
	Poll		15,159,115	9.5731	15,159,115	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		154,351,266	97.4740	154,351,266	0	100.0000	0.0000
Public- Institutions	E-Voting	66,719,124	57,976,074	86.8957	57,976,074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,976,074	86.8957	57,976,074	0	100.0000	0.0000
Public- Non Institutions	E-Voting	208,933,596	3,204,910	1.5339	3,158,847	46,063	98.5627	1.4372
	Poll		31,924	0.0153	31,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,236,834	1.5492	3,190,771	46,063	98.5769	1.4231
Total		434,003,986	215,564,174	49.6687	215,518,111	46,063	99.9786	0.0214



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

22nd Annual General Meeting of the members of Housing Development and Infrastructure Limited (the Company) held on Saturday 29th day of September, 2018 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 Insta Poll taken on the below mentioned resolutions, at the 22nd Annual General Meeting of the Members of Housing Development and Infrastructure Limited (the Company) held on Saturday 29th day of September, 2018 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 Insta Poll i.e. electronic mode facility was extended in my presence.
2. The result of the Insta 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, 2018 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
23	15191039	100

(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
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2:-

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
22	15190994	100

(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
0	0	0

(iii) Invalid votes:

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



0	0
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Item No. 3:-

Special Resolution- Consider Fund Raising Programme of the Company:

(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
22	15190994	100

(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
0	0	0

Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4:-

Special Resolution- To Re-appoint Mr. Lalit Mohan Mehta (DIN: 00458975) as Independent Director of the Company for a second term

(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
22	15190994	100

(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



0	0	0
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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
0	0

Item No. 5:-

Special Resolution- To Re-appoint Mr. Raj Kumar Aggarwal (DIN: 02034914) as Independent Director of the Company for a second term:

(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
22	15190994	100

(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
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 6:-

Special Resolution- To adopt new set of Article of Associations as per Companies Act, 2013:

(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



23	15191039	100
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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
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 7:-

Special Resolution- To adopt new Memorandum of Association as per Companies Act, 2013:

(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
23	15191005	100

(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
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 8:-

Special Resolution- To consider and approve issue of 2,00,00,000 (Two Crore) Convertible Warrants on Preferential basis to Promoter of the Company:

(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
22	31924	100

(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
0	0	0

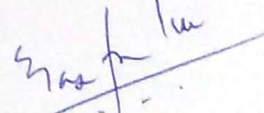
(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

3. The Insta Poll voting results 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, 2018

SG & ASSOCIATES
COMPANY SECRETARIES

SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722



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 22nd 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 22nd 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 **Wednesday, 26th September, 2018** from **09.00 A.M** and ends on **Friday, 28th September, 2018** at **05.00 P.M.**
 - ii. The members of the Company as on the "cut-off" date i.e. **21st September, 2018**, were entitled to vote on the resolutions contained in the Notice of Annual General Meeting.
 - iii. The votes cast were unblocked on **29th September, 2018** in the presence of 2 witnesses, **Ms. Vrunda Shah** and **Ms. Reshma Matele** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Vrunda

(Vrunda Shah)

Reshma

(Reshma Matele)

- 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, 2018 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
122	175137397	88.93

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
31	21811983	11.07

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 2:-

Ordinary Resolution- Ratify the remuneration to Cost Auditors:

(i) Voted in favour of the resolution:

Number of Members voted through	Number of votes cast	% of total number of valid votes

electronic system	(Shares)	cast
147	199905062	99.77

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
9	463993	0.23

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 3:-

Special Resolution- 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
113	174661538	87.17

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
42	25707588	12.83

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0



Item No. 4:-

Special Resolution- To Re-appoint Mr. Lalit Mohan Mehta (DIN: 00458975) as Independent Director of the Company for a second term

(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
110	174682987	87.18

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
47	25686279	12.90

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 5:-

Special Resolution- To Re-appoint Mr. Raj Kumar Aggarwal (DIN: 02034914) as Independent Director of the Company for a second term:

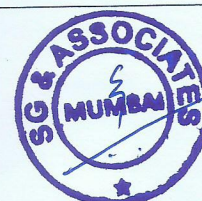
(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
115	177318121	88.50

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
42	23051145	11.50

(iii) Invalid votes:



Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 6:-

Special Resolution- To adopt new set of Article of Associations as per Companies Act, 2013:

(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
117	174686768	88.34

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
34	23047260	11.66

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 7:-

Special Resolution- To adopt new Memorandum of Association as per Companies Act, 2013

(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
117	174686768	88.34

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
34	23047260	11.66



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 8:-

Special Resolution- To consider and approve issue of 2,00,00,000 (Two Crore) Convertible Warrants on Preferential basis to Promoter 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
130	61134921	99.92

(ii) Voted against the resolution:

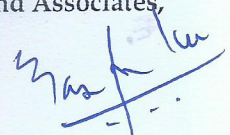
Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
18	46063	0.08

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Thanking you,
Yours faithfully,

For SG and Associates,


Suhas Ganpule

Practicing Company Secretaries

Membership No.: 12122

C. P. No: 5722

Date: 29th September, 2018

Place: Mumbai

SG & ASSOCIATES
COMPANY SECRETARIES


SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722



Scrutinizer's Report - Combined

To,
The Chairman,
Housing Development and Infrastructure Limited

22nd Annual General Meeting of the members of Housing Development and Infrastructure Limited (the Company) held on Saturday 29th day of September, 2018 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 22nd Annual General Meeting (AGM) of the Members of the Company, held on Saturday 29th day of September, 2018 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 22nd 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 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.

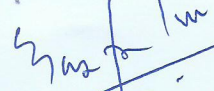
3. I have issued separate Scrutinizer's Report dated 29th day of September, 2018 on the e-voting and on the Insta Poll on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of Poll as under:-

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)	190328436	89.72	21811983	10.28	0	0
Item No. 2 of the Notice (As an Ordinary Resolution)	215096056	99.78	463993	0.22	0	0
Item No. 3 of the Notice (As an Special Resolution)	189852532	88.07	25707588	11.93	0	0
Item No. 4 of the Notice (As an Special Resolution)	189873981	88.08	25686279	11.92	0	0
Item No. 5 of the Notice (As an Special Resolution)	192509115	89.31	23051145	10.69	0	0
Item No. 6 of the Notice (As an Special Resolution)	189877807	89.18	23047260	10.82	0	0

Item No. 7 of the Notice (As an Special Resolution)	189877773	89.18	23047260	10.82	0	0
Item No. 8 of the Notice (As an Special Resolution)	61166845	99.92	46063	0.08	0	0

Thanking you,
Yours faithfully,


For SG and Associates,



Suhas Ganpule
Practicing Company Secretaries
Membership No.12122
COP No: 5722

Place: Mumbai

Date: 30th September, 2018

SG & ASSOCIATES
COMPANY SECRETARIES

SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722