

Ref. No. HDIL/CSD/CH/2019-20/445

September 28, 2019

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 23<sup>rd</sup> Annual General Meeting (“**AGM**”) of Housing Development and Infrastructure Limited (“**the Company**”) was held on Saturday, September 28, 2019, 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.

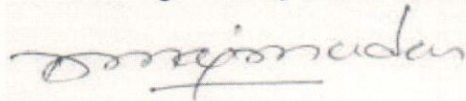
We are also enclosing the Scrutinizer's Report dated September 28, 2019, on Consolidated e-voting.

Request you to take the same on records.

Thanking You,

Yours truly,

**For Housing Development and Infrastructure Limited**



**Darshan Majmudar**  
**Chief Financial Officer & Company Secretary**



Encl: As above

	HOUSING DEVELOPMENT & INFRASTRUCTURE LTD
Date of the AGM/EGM	28-09-2019
Total number of shareholders on record date	252436
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	44
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	198,351,266	174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	80,039,919	52,531,143	65.6312	52,450,533	80,610	99.8465	0.1534	0	848,462
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		52,531,143	65.6312	52,450,533	80,610	99.8465	0.1535	0	848,462
Public- Non Institutions	E-Voting	195,612,801	3,099,381	1.5844	3,091,974	7,407	99.7610	0.2389	0	0
	Poll		2,095	0.0011	15	2,080	2080.0000	100.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,101,476	1.5855	3,091,989	9,487	99.6941	0.3059	0	0
Total		474,003,986	229,983,885	48.5194	229,893,788	90,097	99.9608	0.0392	0	848,462



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Sarang Rakeshkumar Wadhawan DIN -00028608, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	198,351,266	139,192,151	70.1746	139,192,151	0	100.0000	0.0000	0	35,159,115
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		139,192,151	70.1746	139,192,151	0	100.0000	0.0000	0	35,159,115
Public- Institutions	E-Voting	80,039,919	40,635,024	50.7684	40,289,547	345,477	99.1498	0.8501	0	25,448,681
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,635,024	50.7684	40,289,547	345,477	99.1498	0.8502	0	25,448,681
Public- Non Institutions	E-Voting	195,612,801	43,726,405	1.5844	43,338,853	387,552	98.6424	1.3575	0	0
	Poll		2,095	0.0011	35	2,060	2.3663	97.6336	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,728,500	1.5855	43,338,888	389,612	99.1090	0.8910	0	0
Total		474,003,986	223,555,675	47.1632	222,820,586	735,089	99.6712	0.3288	0	60607796



Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	198,351,266	174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	80,039,919	53,229,505	66.5037	53,229,505	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		53,229,505	66.5037	53,229,505	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	195,612,801	3,069,081	1.5690	3,061,516	7,565	99.7535	0.2464	0	30,300
	Poll		2,095	0.0011	35	2,060	2.3663	97.6336	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,071,176	1.5701	3,061,551	9,625	99.6866	0.3134	0	30,300
Total		474,003,986	230,651,947	48.6603	230,642,322	9,625	99.9958	0.0042	0	30,300

Resolution No.	4										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	198,351,266	174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	80,039,919	39,829,505	66.5037	38,417,508	14,811,997	72.1733	27.8266	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		39,829,505	66.5037	38,417,508	14,811,997	96.4549	37.1885	0	0	
Public- Non Institutions	E-Voting	195,612,801	3,099,381	1.5844	3,091,200	8,181	99.7360	0.2639	0	0	
	Poll		2,095	0.0011	35	2,060	2.3663	97.6336	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,101,476	1.5855	3,091,235	10,241	99.6698	0.3302	0	0	
Total		474,003,986	217,282,247	45.8398	215,860,009	14,822,238	99.3454	6.8217	0	0	

Resolution No.	5										
Resolution required: (Ordinary/ Special)	SPECIAL - To Re-appoint Mr. HazariLal DIN06696100 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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	198,351,266	174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	80,039,919	53,229,505	66.5037	53,229,505	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		53,229,505	66.5037	53,229,505	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	195,612,801	3,099,331	1.5844	3,052,251	47,080	98.4809	1.5190	0	50	
	Poll		2,080	0.0011	20	2,060	1.6682	98.3317	15	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,101,411	1.5855	3,052,271	49,140	98.4156	1.5844	15	50	
Total		474,003,986	230,682,182	48.6667	230,633,042	49,140	99.9787	0.0213	15	50	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - To Re-appoint Mrs. Sandhya Baliga DIN07015987 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	198,351,266	174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	80,039,919	53,148,895	66.4030	53,148,895	0	100.0000	0.0000	0	80,610
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		53,148,895	66.4030	53,148,895	0	100.0000	0.0000	0	80610
Public- Non Institutions	E-Voting	195,612,801	3,094,431	1.5819	3,051,951	42,480	98.6272	1.3727	0	4,950
	Poll		2,095	0.0011	35	2,060	2.3663	97.6336	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,096,526	1.583	3,051,986	44,540	98.5616	1.4384	0	4950
Total		474,003,986	230,596,687	48.6487	230,552,147	44,540	99.9807	0.0193	0	85560

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Continuing the directorship of Mr. Lalit Mohan Mehta, Independent Non-Executive Director 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	198,351,266	174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		174,351,266	87.9003	174,351,266	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	80,039,919	53,229,505	66.5037	38,693,447	14,536,058	72.6917	27.3082	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		53,229,505	66.5037	38,693,447	14,536,058	72.6917	27.3083	0	0
Public- Non Institutions	E-Voting	195,612,801	3,099,331	1.5844	3,056,080	43,251	98.6045	1.3954	0	50
	Poll		2,095	0.0011	35	2,060	2.3663	97.6336	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,101,426	1.5855	3,056,115	45,311	98.5390	1.4610	0	50
Total		474,003,986	230,682,197	48.6667	216,100,828	14,581,369	93.6790	6.3210	0	50



Scrutinizer's Report

*[Pursuant to 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

23<sup>rd</sup> Annual General Meeting of the Members of Housing Development and Infrastructure Limited (the Company) held on Saturday 28<sup>th</sup> day of September, 2019 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 23<sup>rd</sup> Annual General Meeting of the Members of **Housing Development and Infrastructure Limited** (the Company) held on Saturday 28<sup>th</sup> day of September, 2019 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 paper invalid.
4. The result of the Poll 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, 2019 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
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01	15	0.72
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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
05	2080	99.28

(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. 2:-**

Ordinary Resolution- To appoint Mr. Sarang Wadhawan (DIN: 00028608), who retires by rotation and being eligible, offers himself for re-appointment:

(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
02	35	1.67

(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
04	2060	98.33

(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. 3:-**

Ordinary Resolution- Ratify 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
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# SG & ASSOCIATES

Company Secretaries

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

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajal  
Jewellers, Goregaon (West), Mumbai - 62.

02	35	1.67
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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
04	2060	98.33

(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. 4:-**

**Special Resolution-** To 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
02	35	1.67

(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
04	2060	98.39

(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 Re-appoint Mr. Hazari Lal (DIN: 06696100) 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
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# SG & ASSOCIATES

Company Secretaries

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

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajal  
Jewellers, Goregaon (West), Mumbai - 62.

01	20	2.88
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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
04	2060	97.12

(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:-

Special Resolution- To re-appoint Mrs. Sandhya Baliga (DIN: 07015987) as an Independent Director of the Company for 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
02	35	1.67

(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
04	2060	98.33

(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:-

Special Resolution- Continuing the directorship of Mr. Lalit Mohan Mehta, Independent Non-Executive Director 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
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# SG & ASSOCIATES

Company Secretaries

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

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajal  
Jewellers, Goregaon (West), Mumbai - 62.

proxy)		
02	35	1.67

(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
04	2060	98.33

(iii) Invalid votes:

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

Thanking you,  
Yours faithfully,

For SG and Associates,  
Practicing Company Secretaries

SG & ASSOCIATES  
COMPANY SECRETARIES

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

Date: 28<sup>th</sup> September, 2019  
Place: Mumbai

Suhas Ganpule  
Proprietor  
Membership No.12122  
COP: 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

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 23<sup>rd</sup> 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 23<sup>rd</sup> 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 Fintech 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, 25<sup>th</sup> September, 2019** from **09.00 A.M** and ends on **Friday, 27<sup>th</sup> September, 2019** at **05.00 P.M.**
  - ii. The members of the Company as on the "cut-off" date i.e. **20<sup>th</sup> September, 2019**, were entitled to vote on the resolutions contained in the Notice of Annual General Meeting.
  - iii. The votes cast were unblocked on **28<sup>th</sup> September, 2019** in the presence of 2 witnesses, **Ms. Ms. Aishwarya Khanvilkar** 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.





(Aishwarya Khanvilkar)



(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 Fintech 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, 2019 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
115	229893773	99.96

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
13	88017	0.04

(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. 2:-

Ordinary Resolution- To appoint Mr. Sarang Wadhawan (DIN: 00028608), who retires by rotation, and being eligible offers himself for re-appointment.

(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
96	43338853	99.11

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
23	387552	0.89

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
8	139200151

Item No. 3:-

Ordinary Resolution- To ratify 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
112	230642287	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid
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# SG & ASSOCIATES

Company Secretaries

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

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajal  
Jewellers, Goregaon (West), Mumbai - 62.

through electronic system	(Shares)	votes cast
15	7565	0.00

(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. 4:-

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
108	215859974	93.56

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
23	1420178	6.44

(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. 5:-

Special Resolution- To Re-appoint Mr. Hazari Lal (DIN: 06696100) 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



# SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999  
 E-mail : suhas62@yahoo.com  
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 Gram Panchayat Road, Above Kajal  
 Jewellers, Goregaon (West), Mumbai - 62.

103	230633022	99.98
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(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
25	470.80	0.02

(iii) Invalid votes:

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

Item No. 6:-

Special Resolution- To re-appoint Mrs. Sandhya Baliga (DIN: 07015987) as Independent Director of the Company for 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
101	230552112	99.98

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
25	42480	0.02

(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. 7:-

Special Resolution- Continuing the directorship of Mr. Lalit Mehta, Independent Non-executive Director 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
99	216100793	93.68

(ii) Voted against the resolution:

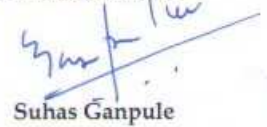
Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
30	14579309	6.32

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
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Thanking you,  
Yours faithfully,

For SG and Associates,



Suhas Ganpule

Practicing Company Secretaries

Membership No.: 12122

C. P. No: 5722

**SG & ASSOCIATES**  
COMPANY SECRETARIES  
**SUHAS S. GANPULE**  
PROPRIETOR  
C. P. NO. 5722

Date: 28<sup>th</sup> September, 2019

Place: Mumbai







**Scrutinizer's Report - Combined**

To,  
The Chairman,  
Housing Development and Infrastructure Limited

23<sup>rd</sup> Annual General Meeting of the members of Housing Development and Infrastructure Limited (the Company) held on Saturday 28<sup>th</sup> day of September, 2019 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 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company, held on Saturday 28<sup>th</sup> day of September, 2019 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 23<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for

{ 1 }



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 Fintech 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 28<sup>th</sup> day of September, 2019 on the e-voting and on 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:-

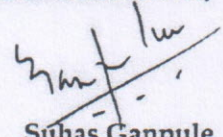
Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	No. of Shares	% of total number of valid votes cast (Favour and Against)	No. of Shares	% of total number of valid votes cast (Favour and Against)	Nos. Votes	No of Shares
Item No. 1 of the Notice (As an Ordinary Resolution)	229893788	99.96	90097	0.04	0	0
Item No. 2 of the Notice (As an Ordinary Resolution)	4333888	91.76	389612	8.24	8	139200151
Item No. 3 of the Notice (As an Ordinary Resolution)	230642322	100.00	9625	0.00	0	0
Item No. 4 of the Notice (As an Special Resolution)	215860009	99.35	1422238	0.65	0	0



Item No. 5 of the Notice (As an Special Resolution)	230633042	99.80	49140	0.20	0	0
Item No. 6 of the Notice (As an Special Resolution)	230552147	99.98	44540	0.02	0	0
Item No. 7 of the Notice (As an Special Resolution)	216100828	93.68	14581369	6.32	0	0

Thanking you,  
Yours faithfully,

For SG and Associates,



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

**SG & ASSOCIATES**  
COMPANY SECRETARIES

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

Place: Mumbai

Date: 28<sup>th</sup> September, 2019