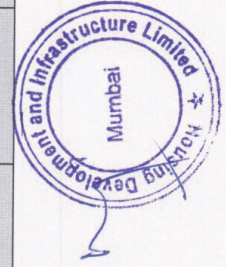


Annexure 'A' - e-voting Results as per Clause 35A

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Adoption of Accounts	Promoter and Promoter Group	151516808	151291524	99.8513	151291524	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	83904556	150100	99.8214	0.1785
	Public-Others	88427477	15243824	17.2388	15243824	170	99.9888	0.0011
	Total	419003986	250589904		250439734	150270		
Re-appointment of Mr. Waryam Singh	Promoter and Promoter Group	151516808	143294124	94.5731	143294124	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	84054656	0	100	0
	Public-Others	88427477	15243784	17.2387	15242209	1475	99.9903	0.0096
	Total	419003986	242592564		242591089	1475		
Re-appointment of Mr. Ashok Kumar Gupta	Promoter and Promoter Group	151516808	151291524	99.8513	151291524	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	75542146	8512510	89.8726	10.1273
	Public-Others	88427477	15243819	17.2388	15242344	1475	99.9903	0.0096
	Total	419003986	250589999		242076014	8513985		
Re-appointment of Statutory Auditors	Promoter and Promoter Group	151516808	151291524	99.8513	151291524	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	73894353	10160303	87.9122	12.0877
	Public-Others	88427477	15243819	17.2388	15242702	1117	99.9926	0.0073
	Total	419003986	250589999		240428579	10161420		
Re-appointment of Mr. Shyam Sunder Dawra	Promoter and Promoter Group	151516808	151291524	99.8513	151291524	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	75542146	8512510	89.8726	10.1273
	Public-Others	88427477	15243784	17.2387	15242594	1190	99.9921	0.0078
	Total	419003986	250589984		242076264	8513700		



Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Re-appointment of Mr. Lalit Mohan Mehta	Promoter and Promoter Group	151516808	151291524	99.8513	151291524	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	83857375	197281	98.7652	0.2347
	Public-Others	88427477	15243784	17.2387	15242504	1280	99.9916	0.0083
	Total	419003986	250589964		250391403	198561		
Re-appointment of Mr. Ashok Kumar Gupta	Promoter and Promoter Group	151516808	151291524	99.8513	151291524	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	75542146	8512510	89.8726	10.1273
	Public-Others	88427477	15243784	17.2387	15242504	1180	99.9922	0.0077
	Total	419003986	250589964		242076274	8513690		
Commission to Non-Executive Directors	Promoter and Promoter Group	151516808	143294124	94.5731	143294124	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	84054656	0	100	0
	Public-Others	88427477	15243790	17.2387	15241877	1913	99.9874	0.0125
	Total	419003986	242592570		242590657	1913		
Amendment of Articles of Association	Promoter and Promoter Group	151516808	151291524	99.8513	151291524	0	100	0
	Public - Institutional Holders	179059701	84054656	46.9423	84054656	0	100	0
	Public-Others	88427477	15243790	17.2387	15242979	811	99.9946	0.0053
	Total	419003986	250589970		250589159	811		



Annexure 'B'

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and  
Rule 20 of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Housing Development and Infrastructure Limited  
9- 01, HDIL Towers,  
AnantKaneekarMarg,  
Bandra (East),  
Mumbai-400051

Respected Sir,

Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at the  
18<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2014

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 31<sup>st</sup> July, 2014 for scrutinizing the e-voting process for passing of the resolutions as mentioned under item numbers 1 to 9 of the Notice of Annual General Meeting dated 25<sup>th</sup> August, 2014.
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 on the resolutions contained in the notice of the 18<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the agency engaged by the Company to provide e-voting facility for e-voting.
3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 29<sup>th</sup> August, 2014 (the cut off date for the purpose of determination of voting rights of shareholders), the notice of the 18<sup>th</sup> Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31<sup>st</sup> March, 2014 was



sent through courier on 5<sup>th</sup> September, 2014 at their registered address and e-mailed on 8<sup>th</sup> September, 2014 to the shareholders at their registered email addresses.

4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "The Free Press Journal" and Marathi newspaper "Navshakti" on 19<sup>th</sup> September, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Wednesday, 24<sup>th</sup> September, 2014 (9:00 am) to Friday, 26<sup>th</sup> September, 2014 (6:00 pm).
6. As required under the said Rules, I unlocked the E-voting on the platform provided by Karvy Computershare Private Limited on 27<sup>th</sup> September, 2014 in the presence of CS PriyankaGoenka and CS SuchiHarlalka, who are not the employees of the Company.
7. The members casted their votes electronically on e-voting platform provided by Karvy Computershare Private Limited.
8. Summary of the e-voting received is as follows:

7.1. Resolution No. 1

Particulars	Ordinary Resolution for (a) adoption of Standalone Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014 and the Reports of the Directors' and of the Auditors' thereon and (b) adoption of consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2014							
	Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
		Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	25,04,39,734 (99.94%)	1,50,270 (0.06%)	101 (0.01%)	
Result: May be considered passed with requisite majority.								



7.2. Resolution No. 2

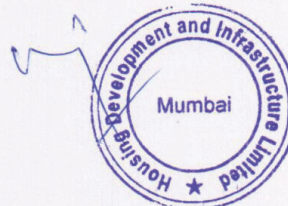
Particulars	Ordinary Resolution for re-appointment of a director in place of Mr. Waryam Singh, Director, who retires by rotation and being eligible, offers himself for re-appointment.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	24,25,91,089 (96.80%)	1,475 (0.01%)	79,97,541 (3.19%)
Result: May be considered passed with requisite majority.							

7.3. Resolution No. 3

Particulars	Ordinary Resolution for re-appointment of a director in place of Mr. Ashok Kumar Gupta, Director, who retires by rotation and being eligible, offers himself for re-appointment.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	24,20,76,104 (96.60%)	85,13,985 (3.39%)	106 (0.01%)
Result: May be considered passed with requisite majority.							

7.4. Resolution No. 4

Particulars	Ordinary Resolution for re-appointment of M/s. Thar & Co., Chartered Accountants (having FRN 110958W), Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of twentieth Annual General Meeting and to fix their remuneration.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	24,04,28,579 (95.94%)	1,01,61,420 (4.05%)	106 (0.01%)
Result: May be considered passed with requisite majority.							



7.5. Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mr. Shyam Sunder Dawraas Director (Independent) of the Company for five consecutive years upto 31 <sup>st</sup> March, 2019.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	24,20,76,264 (96.59%)	85,13,700 (3.40%)	141 (0.01%)
Result: May be considered passed with requisite majority.							

7.6. Resolution No. 6

Particulars	Ordinary Resolution for appointment of Mr. Lalit Mohan Mehta as Director (Independent) of the Company for five consecutive years upto 31 <sup>st</sup> March, 2019.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	25,03,91,403 (99.91%)	1,98,561 (0.08%)	141 (0.01%)
Result: May be considered passed with requisite majority.							

7.7. Resolution No. 7

Particulars	Ordinary Resolution for appointment of Mr. Raj Kumar Aggarwal as Director (Independent) of the Company for five consecutive years upto 31 <sup>st</sup> March, 2019.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	24,20,76,274 (96.60%)	85,13,690 (3.39%)	141 (0.01%)
Result: May be considered passed with requisite majority.							



7.8. Resolution No. 8

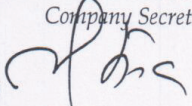
Particulars	Special Resolution for payment of Commission to Non-Executive Directors upto 1% of Net Profit subject to maximum of Rupees Two Crores from the Financial Year from 2014 - 2015 upto financial year 2016 - 2017.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	24,25,90,657 (96.81%)	1,913 (0.01%)	79,97,535 (3.18%)
Result: May be considered passed with requisite majority.							

7.9. Resolution No. 9

Particulars	Special Resolution to amend the Articles of Association by insertion of new Article 2A after Article 2.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
E-voting	149	149	25,05,90,105	25,05,90,105 (100.00%)	25,05,89,159 (99.98%)	811 (0.01%)	135 (0.01%)
Result: May be considered passed with requisite majority.							

8. You may accordingly declare the result at the 18<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2014.

Place: Mumbai  
Date: 29<sup>th</sup> September, 2014

For Manish Ghia & Associates  
Company Secretaries  
  
CS Manish L. Ghia  
Partner  
M. No. FCS 6252 C.P. No. 3531

