

Ref. No. HDIL/CSD/2016-17/000297

September 30, 2016

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/ Ma'am,

We would like to inform you that the 20<sup>th</sup> Annual General Meeting (“**AGM**”) of Housing Development and Infrastructure Limited (“**the Company**”) was held on Thursday, September 29, 2016, at National Stock Exchange of India, Exchange Plaza, Plot No. C/1, G – Block, 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 except Item No. 5 'To consider fund raising programme of the Company' which has not been approved.

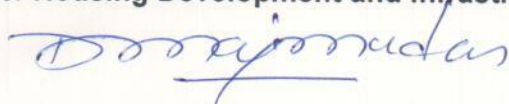
We are also enclosing the Scrutinizer's Report dated September 30, 2016, on Remote e-voting and Insta-poll.

Request you to take the same on records.

Thanking You,

Yours truly,

for Housing Development and Infrastructure Limited



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



Encl: As above



|   |  |
|---|--|
|   | HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED |
| Date of the AGM/EGM   | 29-Sep-16                                      |
| Total number of shareholders on record date                                   | 191151   |
| No. of shareholders present in the meeting either in person or through proxy: |  |
| Promoters and Promoter Group:   | 5  |
| Public:   | 55   |
| 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 - To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended as on March 31, 2016, together with the Report of the Board of Directors and the Auditors thereon |                        |                         |  |                              |                            |  |  |
| 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   | 143519408              | 143519408               | 100.0000   | 143519408                    | 0                          | 100.0000   | 0.0000   |
|   | Poll   |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 143519408               | 100  | 143519408                    | 0                          | 100  | 0  |
| Public- Institutions  | E-Voting   | 201902922              | 154000346               | 76.2745  | 154000346                    | 0                          | 100.0000   | 0.0000   |
|   | Poll   |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 154000346               | 76.2745  | 154000346                    | 0                          | 100  | 0  |
| Public- Non Institutions  | E-Voting   | 73581656               | 7333544                 | 9.9665   | 7332929                      | 615                        | 99.9916  | 0.0083   |
|   | Poll   |                        | 3654                    | 0.0050   | 3654                         | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 7337198                 | 9.9715   | 7336583                      | 615                        | 99.9916  | 0.0084   |
| Total   |  | 419003986              | 304856952               | 72.7575  | 304856337                    | 615                        | 99.9998  | 0.0002   |

| Resolution No.  | 2  |                        |                         |  |                              |                            |  |  |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment of Statutory 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                                     | 143519408              | 143519408               | 100.0000   | 143519408                    | 0                          | 100.0000   | 0.0000   |
|   | Poll   |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)                |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 143519408               | 100  | 143519408                    | 0                          | 100  | 0  |
| Public- Institutions  | E-Voting                                     | 201902922              | 154582887               | 76.5630  | 153006012                    | 1576875                    | 98.9799  | 1.0200   |
|   | Poll   |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)                |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 154582887               | 76.563   | 153006012                    | 1576875                    | 98.9799  | 1.0201   |
| Public- Non Institutions  | E-Voting                                     | 73581656               | 7333544                 | 9.9665   | 7332629                      | 915                        | 99.9875  | 0.0124   |
|   | Poll   |                        | 3654                    | 0.0050   | 3654                         | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)                |                        | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 7337198                 | 9.9715   | 7336283                      | 915                        | 99.9875  | 0.0125   |
| Total   |  | 419003986              | 305439493               | 72.8966  | 303861703                    | 1577790                    | 99.4834  | 0.5166   |





| Resolution No.  |                               | 3   |                         |  |                              |                            |  |  |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special)                                  |                               | ORDINARY - Appointment of Mr. Ashok Kumar Gupta (DIN: 00145816) as a Non-Executive Independent Director |                         |  |                              |                            |  |  |
| 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                      | 143519408   | 143519408               | 100.0000   | 143519408                    | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |   | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |   | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |   | 143519408               | 100  | 143519408                    | 0                          | 100  | 0  |
| Public- Institutions  | E-Voting                      | 201902922   | 154582887               | 76.5630  | 154470226                    | 112661                     | 99.9271  | 0.0728   |
|   | Poll                          |   | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |   | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |   | 154582887               | 76.563   | 154470226                    | 112661                     | 99.9271  | 0.0729   |
| Public- Non Institutions  | E-Voting                      | 73581656  | 7333544                 | 9.9665   | 7332214                      | 1330                       | 99.9818  | 0.0181   |
|   | Poll                          |   | 3654                    | 0.0050   | 3654                         | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |   | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |   | 7337198                 | 9.9715   | 7335868                      | 1330                       | 99.9819  | 0.0181   |
| <b>Total</b>  |                               | 419003986   | 305439493               | 72.8966  | 305325502                    | 113991                     | 99.9627  | 0.0373   |

| Resolution No.  |                               | 4  |                         |  |                              |                            |  |  |
|---|-------------------------------|--|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special)                                  |                               | ORDINARY - Ratification of remuneration payable 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                      | 143519408  | 143519408               | 100.0000   | 143519408                    | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |  | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |  | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |  | 143519408               | 100  | 143519408                    | 0                          | 100  | 0  |
| Public- Institutions  | E-Voting                      | 201902922  | 155022887               | 76.7809  | 154891841                    | 131046                     | 99.9154  | 0.0845   |
|   | Poll                          |  | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |  | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |  | 155022887               | 76.7809  | 154891841                    | 131046                     | 99.9155  | 0.0845   |
| Public- Non Institutions  | E-Voting                      | 73581656   | 7333544                 | 9.9665   | 7332614                      | 930                        | 99.9873  | 0.0126   |
|   | Poll                          |  | 3654                    | 0.0050   | 3654                         | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |  | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |  | 7337198                 | 9.9715   | 7336268                      | 930                        | 99.9873  | 0.0127   |
| <b>Total</b>  |                               | 419003986  | 305879493               | 73.0016  | 305747517                    | 131976                     | 99.9569  | 0.0431   |



| Resolution No.  | S   |                        |                         |   |                              |                            |  |  |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 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  | 143519408              | 143519408               | 100.0000  | 143519408                    | 0                          | 100.0000   | 0.0000   |
|   | Poll  |                        | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)                               |                        | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>  |                        | <b>143519408</b>        | <b>100</b>  | <b>143519408</b>             | <b>0</b>                   | <b>100</b>   | <b>0</b>   |
| Public- Institutions  | E-Voting  | 201902922              | 155022887               | 76.7809   | 49496163                     | 105526724                  | 31.9282  | 68.0717  |
|   | Poll  |                        | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)                               |                        | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>  |                        | <b>155022887</b>        | <b>76.7809</b>  | <b>49496163</b>              | <b>105526724</b>           | <b>31.9283</b>   | <b>68.0717</b>                                       |
| Public- Non Institutions  | E-Voting  | 73581656               | 7333544                 | 9.9665  | 7331564                      | 1980                       | 99.9730  | 0.0269   |
|   | Poll  |                        | 3654                    | 0.0050  | 3654                         | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)                               |                        | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>  |                        | <b>7337198</b>          | <b>9.9715</b>   | <b>7335218</b>               | <b>1980</b>                | <b>99.973</b>  | <b>0.027</b>   |
| <b>Total</b>  |   | <b>419003986</b>       | <b>305879493</b>        | <b>73.0016</b>  | <b>200350789</b>             | <b>105528704</b>           | <b>65.4999</b>   | <b>34.5001</b>                                       |



## CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and

Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]

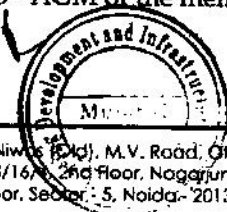
To  
Mr. Rakesh Kumar Wadhawan  
Executive Chairman  
Housing Development and Infrastructure Limited  
9-01, HDIL Towers,  
Anant Kanekar Marg, Bandra (East),  
Mumbai - 400 051

Respected Sir,

**Sub: Consolidated Scrutinizer's Report of Resolutions passed through electronic voting (i.e. Remote E-Voting and Insta Poll) at 20<sup>th</sup> Annual General Meeting ("AGM") of members of Housing Development and Infrastructure Limited ("the Company") held on Thursday, 29<sup>th</sup> September, 2016**

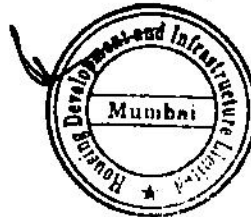
1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) Conducting Poll through electronic voting system (Insta Poll) under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
  - c) Scrutinizing the votes cast through electronic voting system (Insta Poll) at the AGM for those shareholders, who have not casted their vote earlier through e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

passing of the Resolutions as mentioned under item numbers 01 to 05 as set out in the Notice of 20<sup>th</sup> AGM of the members of the Company dated 28<sup>th</sup> May, 2016.





2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules referred above relating to Remote E-voting and Insta Poll at the venue of the AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and Insta poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided Karvy Computershare Private Limited ("Karvy"), the agency engaged by the Company to provide remote e-voting facility for e-voting and Insta poll conducted at the AGM.
3. The Company has completed dispatch of Notice dated 28<sup>th</sup> May, 2016 alongwith Statement setting out material facts under Section 102 of the Act to the shareholders through courier on 5<sup>th</sup> September, 2016 and through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agents / Depositories on 6<sup>th</sup> September, 2016. The said notice was dispatched on the basis of Register of Members made available by the 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 19<sup>th</sup> August, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "The Free Press Journal" and Marathi newspaper "Navshakti" on Wednesday, 7<sup>th</sup> September, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Monday, 26<sup>th</sup> September, 2016 (09.00 a.m.) till Wednesday, 28<sup>th</sup> September, 2016 (5.00 p.m.).
6. The voting rights of members was considered in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 21<sup>st</sup> September, 2016.
7. As required under the said rules, after the closure of Insta Poll facility provided at the AGM, the votes cast through Insta Poll and the votes cast under Remote E-voting facility were unblocked in the presence of CS K. Venkatraman and CS Priyanka Goenka who are not in employment with the Company.



## Manish Ghia & Associates

8. Consolidated summary of the results of the voting through electronic means (i.e. by Remote E-voting and Insta Poll at the AGM) is as follows:

### Resolution No.1

| Particulars   |                | Ordinary Resolution for consideration and adoption of the Standalone Financial Statements as well as the Consolidated Financial Statements of the Company for the year ended March 31, 2016, together with the Report of the Board of Directors and the Auditors thereon |                     |   |                        |                        |                                      |                                    |
|---|----------------|--|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Category  | Mode of Voting | No. of shares held   | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter & Promoter Group                                 | E-Voting       | 143519408  | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
|   | Poll           |  | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   | Total (A)      |  | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
| Public-Institutions                                       | E-Voting       | 201902922  | 154000346           | 76.27                                   | 154000346              | 0                      | 100.00                               | 0.00                               |
|   | Poll           |  | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   | Total (B)      |  | 154000346           | 76.27                                   | 154000346              | 0                      | 100.00                               | 0.00                               |
| Public-Non Institutions                                   | E-Voting       | 73581656   | 7333544             | 9.97                                    | 7332929                | 615                    | 99.99                                | 0.01                               |
|   | Poll           |  | 3654                | 0.005                                   | 3654                   | 0                      | 100.00                               | 0.00                               |
|   | Total (C)      |  | 7337198             | 9.97                                    | 7336583                | 615                    | 99.99                                | 0.01                               |
| <b>TOTAL (A+B+C)</b>                                      |                | <b>419003986</b>   | <b>304856952</b>    | <b>72.76</b>                            | <b>304856337</b>       | <b>615</b>             | <b>99.9998</b>                       | <b>0.0002</b>                      |
| Result: May be considered passed with requisite majority. |                |  |                     |   |                        |                        |                                      |                                    |



Resolution No.2

| Ordinary Resolution for appointment of Statutory Auditors |                |                    |                     |   |                        |                        |                                      |                                    |
|---|----------------|--------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Particulars   |                |                    |                     |   |                        |                        |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter & Promoter Group                                 | E-Voting       | 143519408          | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   | Total (A)      |                    | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
| Public-Institutions                                       | E-Voting       | 201902922          | 154582887           | 76.56                                   | 153006012              | 1576875                | 98.98                                | 1.02                               |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   | Total (B)      |                    | 154582887           | 76.56                                   | 153006012              | 1576875                | 98.98                                | 1.02                               |
| Public-Non Institutions                                   | E-Voting       | 73581656           | 7333544             | 9.97                                    | 7332629                | 915                    | 99.99                                | 0.01                               |
|   | Poll           |                    | 3654                | 0.005                                   | 3654                   | 0                      | 100.00                               | 0.00                               |
|   | Total (C)      |                    | 7337198             | 9.97                                    | 7336283                | 915                    | 99.99                                | 0.01                               |
| <b>TOTAL (A+B+C)</b>                                      |                | <b>419003986</b>   | <b>305439493</b>    | <b>72.90</b>                            | <b>303861703</b>       | <b>1577790</b>         | <b>99.48</b>                         | <b>0.52</b>                        |

Result: May be considered passed with requisite majority.



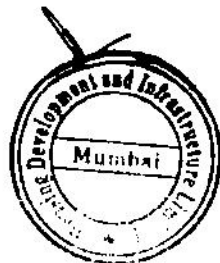


SPECIAL BUSINESS

Resolution No.3

| Particulars               |                | Ordinary Resolution for appointment of Mr. Ashok Kumar Gupta (DIN: 00145816) as a Non-Executive Independent Director. |                     |   |                        |                        |                                      |                                    |
|---------------------------|----------------|---|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                  | Mode of Voting | No. of shares held  | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter & Promoter Group | E-Voting       | 143519408   | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
|                           | Poll           |   | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|                           | Total (A)      |   | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
| Public-Institutions       | E-Voting       | 201902922   | 154582887           | 76.56                                   | 154470226              | 112661                 | 99.93                                | 0.07                               |
|                           | Poll           |   | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|                           | Total (B)      |   | 154582887           | 76.56                                   | 154470226              | 112661                 | 99.93                                | 0.07                               |
| Public-Non Institutions   | E-Voting       | 73581656  | 7333544             | 9.97                                    | 7332214                | 1330                   | 99.98                                | 0.02                               |
|                           | Poll           |   | 3654                | 0.005                                   | 3654                   | 0                      | 100.00                               | 0.00                               |
|                           | Total (C)      |   | 7337198             | 9.97                                    | 7335868                | 1330                   | 99.98                                | 0.02                               |
| <b>TOTAL (A+B+C)</b>      |                | <b>419003986</b>  | <b>305439493</b>    | <b>72.90</b>                            | <b>305325502</b>       | <b>113991</b>          | <b>99.96</b>                         | <b>0.04</b>                        |

Result: May be considered passed with requisite majority.



Resolution No.4

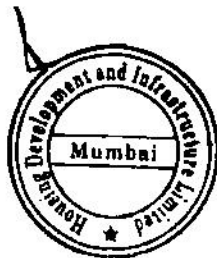
| Particulars               |                | Ordinary Resolution for Ratification of remuneration payable to Cost Auditors |                     |   |                        |                        |                                      |                                    |
|---------------------------|----------------|---|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                  | Mode of Voting | No. of shares held  | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter & Promoter Group | E-Voting       | 143519408   | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
|                           | Poll           |   | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|                           | Total (A)      |   | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
| Public-Institutions       | E-Voting       | 201902922   | 155022887           | 76.78                                   | 154891841              | 131046                 | 99.92                                | 0.08                               |
|                           | Poll           |   | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|                           | Total (B)      |   | 155022887           | 76.78                                   | 154891841              | 131046                 | 99.92                                | 0.08                               |
| Public-Non Institutions   | E-Voting       | 73581656  | 7333544             | 9.97                                    | 7332614                | 930                    | 99.99                                | 0.01                               |
|                           | Poll           |   | 3654                | 0.005                                   | 3654                   | 0                      | 100.00                               | 0.00                               |
|                           | Total (C)      |   | 7337198             | 9.97                                    | 7336268                | 930                    | 99.99                                | 0.01                               |
| <b>TOTAL (A+B+C)</b>      |                | <b>419003986</b>  | <b>305879493</b>    | <b>73.00</b>                            | <b>305747517</b>       | <b>131976</b>          | <b>99.96</b>                         | <b>0.04</b>                        |

Result: May be considered passed with requisite majority.



Resolution No.5

| Particulars                           |                | Special Resolution for consideration of fund raising programme of the Company. |                     |   |                        |                        |                                      |                                    |
|---------------------------------------|----------------|--|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                              | Mode of Voting | No. of shares held   | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter & Promoter Group             | E-Voting       | 143519408  | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
|                                       | Poll           |  | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|                                       | Total (A)      |  | 143519408           | 100.00                                  | 143519408              | 0                      | 100.00                               | 0.00                               |
| Public-Institutions                   | E-Voting       | 201902922  | 155022887           | 76.78                                   | 49496163               | 105526724              | 51.93                                | 68.07                              |
|                                       | Poll           |  | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|                                       | Total (B)      |  | 155022887           | 76.78                                   | 49496163               | 105526724              | 51.93                                | 68.07                              |
| Public-Non Institutions               | E-Voting       | 73581656   | 7333544             | 9.97                                    | 7331564                | 1980                   | 99.97                                | 0.03                               |
|                                       | Poll           |  | 3654                | 0.005                                   | 3654                   | 0                      | 100.00                               | 0.00                               |
|                                       | Total (C)      |  | 7337198             | 9.97                                    | 7335218                | 1980                   | 99.97                                | 0.03                               |
| <b>TOTAL (A+B+C)</b>                  |                | <b>419003986</b>   | <b>305879493</b>    | <b>73.00</b>                            | <b>200350789</b>       | <b>105528704</b>       | <b>65.50</b>                         | <b>34.50</b>                       |
| Result: May be considered not passed. |                |  |                     |   |                        |                        |                                      |                                    |





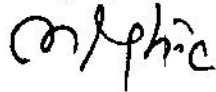
# Manish Ghia & Associates


I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register; and
- b. The electronic data and all other relevant records relating to E-Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

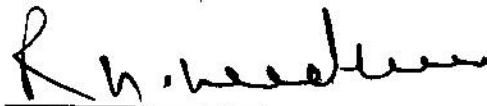
Thanking you

Place: Mumbai  
Date: 30<sup>th</sup> September, 2016

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



Countersigned by



Mr. Rakesh Kumar Wadhawan  
Executive Chairman



Place: Mumbai  
Date: September 30, 2016  
Mumbai