



Date: September 19, 2018

Scrip Code - 535789

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

IBULHSGFIN/EQ

National Stock Exchange of India Limited

“Exchange Plaza”, Bandra-Kurla Complex,
Bandra (East),
MUMBAI – 400 051

Sub: Outcome of 13th Annual General Meeting of the Members (“AGM”) of Indiabulls Housing Finance Limited (‘the Company’) and disclosures under Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations)

Dear Sir/Madam,

Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the followings:

(A) The 13th Annual General Meeting (AGM) of the members of the Company was held on Wednesday, September 19, 2018, at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Of the Directors present in the meeting, the shareholders unanimously appointed Mr. Ajit Kumar Mittal, Executive Director of the Company, to chair the meeting.

Mr. Ajit Kumar Mittal thanked the Members and occupied the chair. The requisite quorum being present, Mr. Mittal called the meeting to order and welcomed the members to the meeting.

The meeting was attended by 97 Members (including Proxies), Mr. Ajit Kumar Mittal, Executive Director and Member of Audit Committee, Mr. Sachin Chaudhary, Executive Director, Mr. Shamsher Singh Ahlawat, Independent Director and Chairman of Audit Committee and Stakeholders Relationship Committee and Member of Nomination & Remuneration Committee, Mr. Prem Prakash Mirdha, Independent Director, Chairman of Nomination & Remuneration Committee, Member of Audit Committee and Stakeholders Relationship Committee and Brig. Labh Singh Sitara (Retd.), Independent Director and Member of Audit Committee and Nomination & Remuneration Committee, and representative of Statutory Auditors.

The Chairman of the meeting informed that the requisite Registers were open for inspection by the members till the conclusion of the meeting. He further informed that the other registers and documents as required under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) were placed before the meeting.

Thereafter Auditors' Reports on both the Standalone and Consolidated Financial Statements of the Company for the FY 2017-18 were read, and with the consent of the members present, the Notice convening the 13th AGM was taken as read.

The Chairman then briefed the shareholders on Company's business outlook, achievements, future business plans, financial performance etc. and concluded by placing on records his appreciation to team Indiabulls, regulators, bankers, business associates, shareholders and other stakeholders.

He informed the members that the Company had offered the facility of voting through electronic means from Sunday, the September 16, 2018 at 10:00 A.M. till Tuesday, the September 18, 2018 at 5:00 P.M. and the Company has made arrangements for Poll at the venue of the meeting.

The following items of businesses as set out in the Notice dated August 18, 2018 convening this meeting were transacted through remote E-voting and Poll at the AGM Venue:

Ordinary Business:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2018 and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).
2. Confirmation of payment of interim dividends, declared on equity shares for the financial year 2017-18 (Ordinary Resolution).
3. Re-appointment of Mr. Gagan Banga (DIN:00010894), a Whole Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO, who is liable to retire by rotation and, being eligible offers himself for re-appointment (Ordinary Resolution).
4. Ratification of the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005), (an Indian Firm of Ernst & Young) as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the Seventeenth Annual General Meeting of the Company and fixing their remuneration (Ordinary Resolution).

Special Business:

5. Appointment of Mr. S.S. Mundra (DIN: 00979731) (Ex-Deputy Governor of Reserve Bank of India), as an Independent Director of the Company (Ordinary Resolution).
6. Approval for increase in borrowing powers of the Company upto INR 2,00,000 Crore (Special Resolution).
7. Approval for issue of Non-Convertible Debentures, on private placement basis, upto INR 1,50,000 Crore (Special Resolution).
8. Re-appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company (Special Resolution).

Based on the Scrutinizers' Reports dated September 19, 2018 issued by Mr. Raj Kumar of M/s. AMRK & Associates, Practicing Chartered Accountant, and Mrs. Bimla Bhagat having DP



ID/Client ID No. IN301774/18759571 and Mr. Jagdish Anand having DP ID/Client ID No. IN301766/10105191, Members of the Company, all the aforementioned businesses were passed by the members with requisite majority.

In this connection and as required under the Listing Regulations and applicable provisions of the Companies Act, 2013, we also enclose the following:

- (a) Voting Results in the prescribed format; and
- (b) Scrutinizer Report(s) on e-voting and on poll dated September 19, 2018.

(B) We wish to inform that Mrs. Manjari Ashok Kacker (DIN: 06945359), Non- Executive Director, in view of her other pre-occupations had opted not to propose her candidature for her re-appointment as Director on the Board of the Company and has ceased to be Director of the Company w.e.f. today.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For **Indiabulls Housing Finance Limited**

A handwritten signature in black ink that reads "Amit Jain".

Amit Jain
Company Secretary

Encl.: a/a

CC:
Luxembourg Stock Exchange, Luxembourg
Singapore Exchange Securities Trading Limited, Singapore



INDIABULLS HOUSING FINANCE LIMITED								
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Format for Voting Results								
Date of the AGM/EGM						19-Sep-18		
Total number of Shareholders on record date						72,908		
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:						8		
Public:						89		
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:						0		
Public:						0		
Agenda item no. 1: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.								
Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	230935654	78.209	230874364	61290	99.973	0.027
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	230935654	78.209	230874364	61290	99.973	0.027
Public- Non Institutions	E-Voting	39422095	6504168	16.499	6504168	0	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15735952	39.917	15735952	0	100.000	0.000
Total		426695676	338666413	79.370	338605123	61290	99.982	0.018
Agenda item no. 2: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2017-18.								
Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	231385268	78.362	231385268	0	100.000	0.000
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	231385268	0	100.000	0.000
Public- Non Institutions	E-Voting	39422095	6528290	16.560	6528290	0	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760074	39.978	15760074	0	100.000	0.000
Total		426695676	339140149	79.481	339140149	0	100.000	0.000

Agenda item no. 3: Re-appointment of Mr. Gagan Banga (DIN:00010894), a Whole Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-Institutions	E-Voting	295278774	231380256	78.360	228777873	2602383	98.875	1.125
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231380256	78.360	228777873	2602383	98.875	1.125
Public- Non Institutions	E-Voting	39422095	6528177	16.560	6528174	3	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15759961	39.977	15759958	3	100.000	0.000
Total		426695676	339135024	79.479	336532638	2602386	99.233	0.767

Agenda item no. 4: Ratification of the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005), (an Indian Firm of Ernst & Young) as the auditors of the Company and fixing their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-Institutions	E-Voting	295278774	231385268	78.362	231385268	0	100.000	0.000
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	231385268	0	100.000	0.000
Public- Non Institutions	E-Voting	39422095	6528265	16.560	6528262	3	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760049	39.978	15760046	3	100.000	0.000
Total		426695676	339140124	79.481	339140121	3	100.000	0.000

Agenda item no. 5: Appointment of Mr. S.S. Mundra (DIN: 00979731) (Ex-Deputy Governor of Reserve Bank of India), as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-Institutions	E-Voting	295278774	231380256	78.360	231380256	0	100.000	0.000
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231380256	78.360	231380256	0	100.000	0.000
Public- Non Institutions	E-Voting	39422095	6528265	16.560	6528250	15	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760049	39.978	15760034	15	100.000	0.000
Total		426695676	339135112	79.479	339135097	15	100.000	0.000

Agenda item no. 6: Approval for increase in borrowing powers of the Company upto INR 2,00,000 Crore.

Resolution required: (Ordinary/ Special)		Special						
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-Institutions	E-Voting	295278774	231385268	78.362	227861025	3524243	98.477	1.523
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	227861025	3524243	98.477	1.523
Public- Non Institutions	E-Voting	39422095	6528245	16.560	6528240	5	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760029	39.978	15760024	5	100.000	0.000
Total		426695676	339140104	79.481	335615856	3524248	98.961	1.039

Agenda item no. 7: Approval for issue of Non-Convertible Debentures, on private placement basis, upto Rs. 1,50,000 Crore.

Resolution required: (Ordinary/ Special)		Special						
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-Institutions	E-Voting	295278774	231385268	78.362	221293859	10091409	95.639	4.361
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	221293859	10091409	95.639	4.361
Public- Non Institutions	E-Voting	39422095	6528245	16.560	6528245	0	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760029	39.978	15760029	0	100.000	0.000
Total		426695676	339140104	79.481	329048695	10091409	97.024	2.976

Agenda item no. 8: Re-appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company

Resolution required: (Ordinary/ Special)		Special						
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-Institutions	E-Voting	295278774	227881276	77.175	224383767	3497509	98.465	1.535
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	227881276	77.175	224383767	3497509	98.465	1.535
Public- Non Institutions	E-Voting	39422095	6528265	16.560	6528255	10	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760049	39.978	15760039	10	100.000	0.000
Total		426695676	335636132	78.659	332138613	3497519	98.958	1.042

For Indiabulls Housing Finance Limited



Amit Jain
Company Secretary

Date: September 19, 2018



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
13th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 19, 2018 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar (Membership No 501863) of M/s. AMRK & Associates, Practicing Chartered Accountants, having our office at 1395, Lower Ground Floor, Sector 15, Part II, Gurugram-122001, was appointed as the scrutinizer of Indiabulls Housing Finance Limited ("the Company") for the purpose of scrutinizing the E-voting process in a fair and transparent manner and ascertaining the requisite majority on E-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions, as set out in the Notice dated 18th August, 2018 convening the 13th Annual General Meeting (AGM) of the Equity Shareholders of Indiabulls Housing Finance Limited, held on 19th September, 2018 at 10:00 A.M., at Mapple Emerald, Rajokri, NH-8, New Delhi -110038. We submit our Report as under:

1. The E-voting remained open from 16th September, 2018 at (10:00 A.M.) to 18th September, 2018 at (5.00 P.M.).
2. The Shareholders holding shares as on the "cut off" date (for reckoning voting rights) i.e. 12th September, 2018, were entitled to vote on the proposed resolutions (item nos. 1 to 8 as set out in the Notice dated 18th August, 2018 convening the 13th AGM of Indiabulls Housing Finance Limited.
3. The votes were unblocked on 19th September, 2018 around 11:15 A.M. in the presence of two witnesses, Mrs. Bimla Bhagat having DP ID/Client ID No. IN301774/18759571 and having residential address at H-Number B1- 38a, Vishnu Garden, Tilak Nagar, New Delhi 110018 and Mr. Jagdish Anand having DP ID/Client ID No. IN301766/10105191 and having residential address at J-44, Lakshmi Nagar, New Delhi 110092 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mrs. Bimla Bhagat
PAN: AHKPB1078J

Name: Mr. Jagdish Anand
PAN: AUCPA6556H

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>.

5. The result of E-voting is as under :

Item No. 1 – As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
852	302168560	99.980

(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
1	61290	0.020

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
15	968236

Item No. 2 – As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2017-18.

(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
865	302703586	100.000

(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
---	---	---

system		
Nil	N.A.	N.A.

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
3	494500

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN:00010894), a Whole Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
858	300096075	99.140

(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
4	2602386	0.860

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
6	499625

Item No. 4 – As an Ordinary Resolution: Ratification of the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005), (an Indian Firm of Ernst & Young) as the Auditors of the Company and fixing their remuneration.

(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
863	302703558	100.000

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
1	3	0.000

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
4	494525

Item No. 5 – As an Ordinary Resolution: Appointment of Mr. S.S. Mundra (DIN: 00979731) (Ex-Deputy Governor of Reserve Bank of India), as an Independent Director of the Company.

(i) Voted in favour of resolution:

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
861	302698534	100.000

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
2	15	0.000

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
5	499537

File

Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 2,00,000 Crore.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
826	299179293	98.836

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
39	3524248	1.164

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
5	494545

Item No. 7 – As a Special Resolution: Approval for issue of Non-Convertible Debentures, on private placement basis, upto INR 1,50,000 Crore.

(i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
799	292612132	96.666

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
66	10091409	3.334

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
5	494545

Item No. 8 – As a Special Resolution: Re-appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company.

(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
849	295702050	98.831

(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
9	3497519	1.169

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
10	3840517

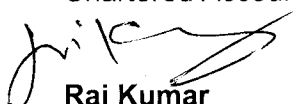
The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure – A**.

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 13th Annual General Meeting and thereafter the same would be handed over to the Chairman of the meeting or the Company Secretary of the Company, for safe keeping.

Thanking you,

Yours faithfully,

For **AMRK & Associates**
Chartered Accountants


Raj Kumar
Partner
M. No. : 501863
FRN : 016728C

Date: September 19, 2018
Place: New Delhi

Annexure A

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
1	Public – Institutional Holders	295278774	230935654	78.2094	230874364	61290	99.9734	0.0265
1	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
1	Public-Others	39422095	6504168	16.4988	6504168	0	100.0000	0.0000
	Total	426695676	302229850	70.8303	302168560	61290	99.9797	0.0203
2	Public – Institutional Holders	295278774	231385268	78.3616	231385268	0	100.0000	0.0000
2	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
2	Public-Others	39422095	6528290	16.5600	6528290	0	100.0000	0.0000
	Total	426695676	302703586	70.9413	302703586	0	100	0
3	Public – Institutional Holders	295278774	231380256	78.3599	228777873	2602383	98.8752	1.1247
3	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
3	Public-Others	39422095	6528177	16.5597	6528174	3	99.9999	0.0000
	Total	426695676	302698461	70.9401	300096075	2602386	99.1403	0.8597
4	Public – Institutional Holders	295278774	231385268	78.3616	231385268	0	100.0000	0.0000
4	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
4	Public-Others	39422095	6528265	16.5599	6528262	3	99.9999	0.0000
	Total	426695676	302703561	70.9413	302703558	3	100.0000	0.0000
5	Public – Institutional Holders	295278774	231380256	78.3599	231380256	0	100.0000	0.0000

5	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
5	Public-Others	39422095	6528265	16.5599	6528250	15	99.9997	0.0002
	Total	426695676	302698549	70.9401	302698534	15	100.0000	0.0000
6	Public – Institutional Holders	295278774	231385268	78.3616	227861025	3524243	98.4768	1.5231
6	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
6	Public-Others	39422095	6528245	16.5599	6528240	5	99.9999	0.0000
	Total	426695676	302703541	70.9413	299179293	3524248	98.8357	1.1643
7	Public – Institutional Holders	295278774	231385268	78.3616	221293859	10091409	95.6386	4.3613
7	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
7	Public-Others	39422095	6528245	16.5599	6528245	0	100.0000	0.0000
	Total	426695676	302703541	70.9413	292612132	10091409	96.6662	3.3338
8	Public – Institutional Holders	295278774	227881276	77.1750	224383767	3497509	98.4652	1.5347
8	Promoter and Promoter Group	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
8	Public-Others	39422095	6528265	16.5599	6528255	10	99.9998	0.0001
	Total	426695676	299199569	70.1201	295702050	3497519	98.8310	1.1690

jit

FORM NO. MGT - 13

Report of Scrutinizer(s)

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

To,
The Chairman
13th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 19, 2018 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar (Membership No 501863) of M/s. AMRK & Associates, Practicing Chartered Accountants, having our office at 1395, Lower Ground Floor, Sector 15, Part II, Gurugram-122001 and Mrs. Bimla Bhagat having DP ID/Client ID No. IN301774/18759571 and having residential address at H-Number B1- 38a, Vishnu Garden, Tilak Nagar, New Delhi 110018 and Mr. Jagdish Anand having DP ID/Client ID No. IN301766/10105191 and having residential address at J-44, Lakshmi Nagar, New Delhi 110092, shareholders of Indiabulls Housing Finance Limited, appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolutions at the 13th Annual General Meeting of the Equity Shareholders of Indiabulls Housing Finance Limited held on September 19, 2018 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi -110038, submit our Report as under:

1. After the announcement of Poll by the Chairman of the meeting, 2 (Two) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. After completion of Polling, 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. No defective/ incomplete poll paper was found.
4. The result of the Poll is as hereunder :

Item No. 1- As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2018 and the Reports of the Board of Directors and Auditors thereon

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

Bimla Bhagat

Jit 1

Jagdish Anand

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Item No. 2 - As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2017-18.

(i) **Voted in favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN:00010894), a Whole Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO, who is liable to retire by rotation and, being eligible offers himself for re-appointment

(i) **Voted in favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Bimal Bhaugat

jit

2

Jagdish Arora

Item No. 4 – As an Ordinary Resolution: Ratification of the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005), (an Indian Firm of Ernst & Young) as the auditors of the Company and fixing their remuneration.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Item No. 5 – As an Ordinary Resolution: Appointment of Mr. S.S. Mundra (DIN: 00979731) (Ex-Deputy Governor of Reserve Bank of India), as an Independent Director of the Company.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 2,00,000 Crore.

Bimla Bhagat

Jitendra 3

Joginder Arora

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Item No. 7 – As a Special Resolution: Approval for issue of Non-Convertible Debentures, on private placement basis, upto INR 1,50,000 Crore.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Item No. 8 – As a Special Resolution: Re-appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company.

(i) Voted in **favour** of resolution:

Bimla Bhargava

J.K.S. 4

Jagdish Arora

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	36436563	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

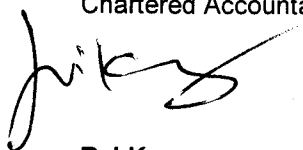
Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
6. The Report of Poll in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as **Annexure - A**.

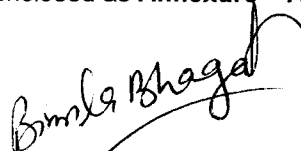
Thanking you,

Yours faithfully,

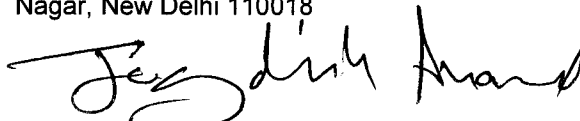
For **AMRK & Associates**
Chartered Accountants



Raj Kumar
Partner
M. No. : 501863
FRN : 016728C

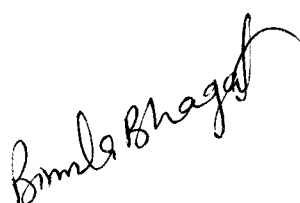
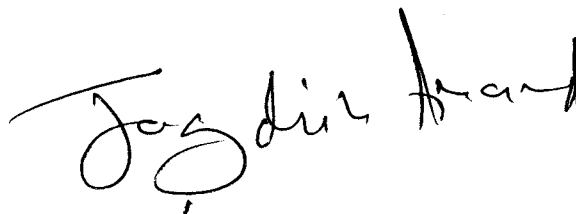


Name: Mrs. Bimla Bhagat
DP ID/Client ID No.: IN301774/18759571
Address: H-Number B1- 38a, Vishnu Garden, Tilak Nagar, New Delhi 110018



Name: Mr. Jagdish Anand
DP ID/Client ID No.: IN301766/10105191
Address: J-44, Lakshmi Nagar, New Delhi 110092

Place: New Delhi
Date: September 19, 2018

Poll Annexure

Annexure - A

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
1	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
1	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
1	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
1	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
2	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
2	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
2	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
2	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
3	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
3	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
3	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
3	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
4	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
4	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
4	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
4	Total	426695676	36436563	8.539	36436563	0	100.000	0.000

Bruno Bhagat

Jagdeep Arora

5	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
5	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
5	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
5	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
6	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
6	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
6	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
6	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
7	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
7	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
7	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
7	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
8	Public – Institutional Holders	295278774	0	0.000	0	0	0.000	0.000
8	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
8	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
8	Total	426695676	36436563	8.539	36436563	0	100.000	0.000

Bimla Bhagat

Jitendra

Jagdish Anand

FORM NO. MGT - 13
Report of Scrutinizer(s)

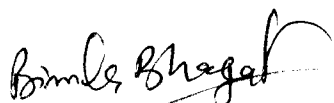
[Pursuant to the section 109 of the Companies Act, 2013 and rule 20 (4)(xii) and 21 (2) of the companies (Management and Administration) Rules, 2014]

To,
The Chairman
13th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 19, 2018 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

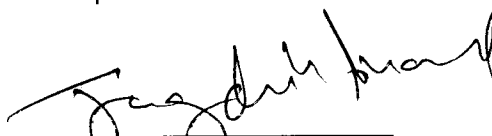
Dear Sir,

I, Raj Kumar (Membership No 501863) of M/s. AMRK & Associates, Practicing Chartered Accountants, having our office at 1395, Lower Ground Floor, Sector 15, Part II, Gurugram-122001, was appointed as the scrutinizer of Indiabulls Housing Finance Limited ("the Company") for the purpose of scrutinizing the E-voting process, and I along with Mrs. Bimla Bhagat having DP ID/Client ID No. IN301774/18759571 and having residential address at H-Number B1- 38a, Vishnu Garden, Tilak Nagar, New Delhi 110018 and Mr. Jagdish Anand having DP ID/Client ID No. IN301766/10105191 and having residential address at J-44, Lakshmi Nagar, New Delhi 110092, Shareholders of Indiabulls Housing Finance Limited, were appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolution(s) at the 13th Annual General Meeting of the Equity Shareholders of Indiabulls Housing Finance Limited held on September 19, 2018 at 10:00 A.M., at Mapple Emerald, Rajokri, NH-8, New Delhi -110038. We hereby submit our Report on consolidated voting as under:

1. After the announcement of poll by the Chairman, two ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. After completion of Polling, 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. No defective/ incomplete poll paper was found.
4. The votes cast through E-voting were unblocked on September 19, 2018 around 11:15 A.M. in the presence of two witnesses, Mrs. Bimla Bhagat having DP ID/Client ID No. IN301774/18759571 and having residential address at H-Number B1- 38a, Vishnu Garden, Tilak Nagar, New Delhi 110018 and Mr. Jagdish Anand having DP ID/Client ID No. IN301766/10105191 and having residential address at J-44, Lakshmi Nagar, New Delhi 110092 (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.



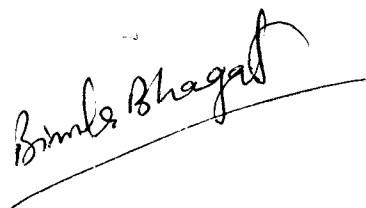
Name: Mrs. Bimla Bhagat
PAN: AHKPB1078J



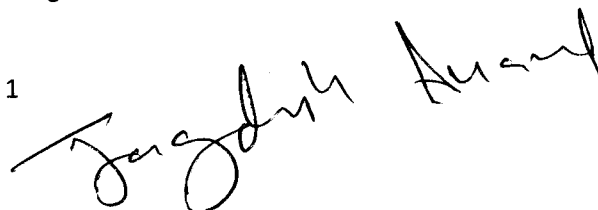
Name: Mr. Jagdish Anand
PAN: AUCPA6556H



5. The consolidated result of E-voting and Polling at the aforesaid 13th Annual General Meeting, is given hereunder :



1



Item No. 1- As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
897	338605123	99.982

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	61290	0.018

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
15	968236

Item No. 2 - As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2017-18.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
910	339140149	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	494500

Bimla Bhagat

Jagdish Anand

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN:00010894), a Whole Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
903	336532638	99.233

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
4	2602386	0.767

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	499625

Item No. 4 – As an Ordinary Resolution: Ratification of the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005), (an Indian Firm of Ernst & Young) as the auditors of the Company and fixing their remuneration.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
908	339140121	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	3	0.000

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	494525

Bimal Bhagat

3
File

Sudhanshu Anand

Item No. 5 – As an Ordinary Resolution: Appointment of Mr. S.S. Mundra (DIN: 00979731) (Ex-Deputy Governor of Reserve Bank of India), as an Independent Director of the Company.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
906	339135097	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
2	15	0.000

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	499537

Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 2,00,000 Crore.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
871	335615856	98.961

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
39	3524248	1.039

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	494545

Bimla Bhagat

Jitendra

4

Jagdish Anand

Item No. 7 – As a Special Resolution: Approval for issue of Non-Convertible Debentures, on private placement basis, upto INR 1,50,000 Crore.

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
844	329048695	97.024

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
66	10091409	2.976

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	494545

Item No. 8 – As a Special Resolution: Re-appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company.

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
894	332138613	98.958

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
9	3497519	1.042

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
10	3840517

Bimla Bhagat

Jik

5

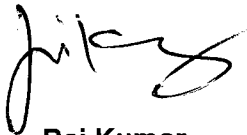
Jaydesh Arora

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The combined report of E-Voting and poll, in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure – A**.

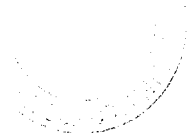
Thanking you,

Yours faithfully,

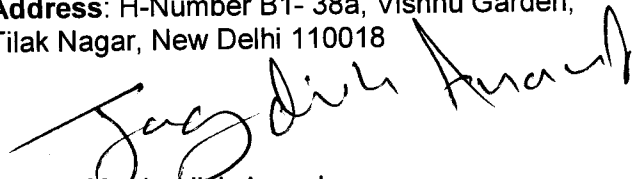
For **AMRK & Associates**
Chartered Accountants



Raj Kumar
Partner
M. No. : 501863
FRN : 016728C



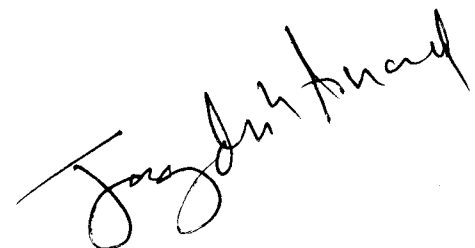
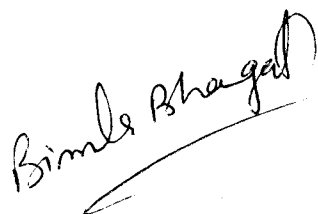
Name: Mrs. Bimla Bhagat
DP ID/Client ID No.: IN301774/18759571
Address: H-Number B1- 38a, Vishnu Garden,
Tilak Nagar, New Delhi 110018



Name: Mr. Jagdish Anand
DP ID/Client ID No.: IN301766/10105191
Address: J-44, Lakshmi Nagar, New Delhi
110092

Place: New Delhi

Date: September 19, 2018



Agenda item no. 1: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.								
Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	230935654	78.209	230874364	61290	99.973	0.027
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	230935654	78.209	230874364	61290	99.973	0.027
Public- Non Institutions	E-Voting	39422095	6504168	16.499	6504168	0	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15735952	39.917	15735952	0	100.000	0.000
Total		426695676	338666413	79.370	338605123	61290	99.982	0.018
Agenda item no. 2: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2017-18.								
Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	231385268	78.362	231385268	0	100.000	0.000
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	231385268	0	100.000	0.000
Public- Non Institutions	E-Voting	39422095	6528290	16.560	6528290	0	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760074	39.978	15760074	0	100.000	0.000
Total		426695676	339140149	79.481	339140149	0	100.000	0.000
Agenda item no. 3: Re-appointment of Mr. Gagan Banga (DIN:00010894), a Whole Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO, who is liable to retire by rotation and, being eligible offers himself for re-appointment.								
Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	231380256	78.360	228777873	2602383	98.875	1.125
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231380256	78.360	228777873	2602383	98.875	1.125
Public- Non Institutions	E-Voting	39422095	6528177	16.560	6528174	3	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15759961	39.977	15759958	3	100.000	0.000
Total		426695676	339135024	79.479	336532638	2602386	99.233	0.767

Bimla Bhagat

Jitendra

Jaydeep Kumar

Agenda item no. 4: Ratification of the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005), (an Indian Firm of Ernst & Young) as the auditors of the Company and fixing their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	231385268	78.362	231385268	0	100.000	0.000
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	231385268	0	100.000	0.000
Public- Non Institutions	E-Voting	39422095	6528265	16.560	6528262	3	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760049	39.978	15760046	3	100.000	0.000
Total		426695676	339140124	79.481	339140121	3	100.000	0.000

Agenda item no. 5: Appointment of Mr. S.S. Mundra (DIN: 00979731) (Ex-Deputy Governor of Reserve Bank of India), as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	231380256	78.360	231380256	0	100.000	0.000
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231380256	78.360	231380256	0	100.000	0.000
Public- Non Institutions	E-Voting	39422095	6528265	16.560	6528250	15	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760049	39.978	15760034	15	100.000	0.000
Total		426695676	339135112	79.479	339135097	15	100.000	0.000

Agenda item no. 6: Approval for increase in borrowing powers of the Company upto INR 2,00,000 Crore.

Resolution required: (Ordinary/ Special)			Special					
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	231385268	78.362	227861025	3524243	98.477	1.523
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	227861025	3524243	98.477	1.523
Public- Non Institutions	E-Voting	39422095	6528245	16.560	6528240	5	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760029	39.978	15760024	5	100.000	0.000
Total		426695676	339140104	79.481	335615856	3524248	98.961	1.039

Bimla Bhogal
Jit S
Jagdish Prasad

Agenda item no. 7: Approval for issue of Non-Convertible Debentures, on private placement basis, upto Rs. 1,50,000 Crore.

Resolution required: (Ordinary/ Special)		Special						
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	231385268	78.362	221293859	10091409	95.639	4.361
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	231385268	78.362	221293859	10091409	95.639	4.361
Public- Non Institutions	E-Voting	39422095	6528245	16.560	6528245	0	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760029	39.978	15760029	0	100.000	0.000
Total		426695676	339140104	79.481	329048695	10091409	97.024	2.976

Agenda item no. 8: Re-appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company

Resolution required: (Ordinary/ Special)		Special						
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	91994807	64790028	70.428	64790028	0	100.000	0.000
	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public- Institutions	E-Voting	295278774	227881276	77.175	224383767	3497509	98.465	1.535
	Poll	295278774	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	295278774	227881276	77.175	224383767	3497509	98.465	1.535
Public- Non Institutions	E-Voting	39422095	6528265	16.560	6528255	10	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39422095	15760049	39.978	15760039	10	100.000	0.000
Total		426695676	335636132	78.659	332138613	3497519	98.958	1.042

File

Bimala Bhagat

Jasvir Arora