

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

Amit Jain

Company Secretary

Encl.: a/a

CC:

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



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l	Regulatio	on 44(3) of the SE		gations and Disclo	•	its) Regulation	IS, 2015	
Date of the AC	CR4/FCR4		FOIII	at for voting Kesui	is I		40.0 40	
							19-Sep-18	
	of Sharholders on record date						72,908	
	olders present in the meeting	eitner in person o	r through proxy	:				
	and Promoter Group:						8	
Public							89	
	olders attended the meeting t	hrough Video Coi	nferencing					
	and Promoter Group:						0	
Public:							0	
•	no. 1: Adoption of the Audited	Standalone and	Consolidated Fin	iancial Statements o	of the Company a	s at March 31,	2018 and the Repo	rts of the Board of
	Auditors thereon.							
	quired: (Ordinary/ Special)				Oı	rdinary		
Whether pron agenda/resolu	noter/ promoter group are int ution?	erested in the				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
	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter and	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
Promoter	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Group	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-	E-Voting	295278774	230935654	78.209	230874364	61290	99.973	0.027
Institutions	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	E-Voting	39422095	6504168	16.499	6504168	0	100.000	0.000
Institutions	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 r	no. 2: Confirmation of paymer	nt of interim divid	ends, declared o	n equity shares for	the financial year	2017-18.		
Resolution re	quired: (Ordinary/ Special)				0	rdinary		
Whether pron agenda/resolu	noter/ promoter group are int	erested in the				No		
Category	Mode of Voting	No. of shares	No. of votes	% of Votes	No. of Votes -	No. of Votes	% of Votes in	% of Votes against
		held (1)	polled (2)	Polled on outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	– against (5)	favour on votes polled (6)=[(4)/(2)]*100	_
Promoter and	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
Group	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-	E-Voting	295278774	231385268	78.362	231385268	0	100.000	0.000
Institutions	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	E-Voting	39422095	6528290	16.560	6528290	0	100.000	0.000
Institutions	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 pror agenda/resol	noter/ promoter group are in ution?	terested in the	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)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000	
Promoter and Promoter	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	
Group	Total	91994807	91994807	100.000	91994807	0	100.000	0.000	
Public-	E-Voting	295278774	231380256	78.360	228777873	2602383	98.875	1.125	
Institutions	Poll	295278774	0	0.000	0	0	0.000	0.000	
İ	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
İ	Total	295278774	231380256	78.360	228777873	2602383	98.875	1.125	
Public- Non	E-Voting	39422095	6528177	16.560	6528174	3	100.000	0.000	
Institutions	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.

	<i>y</i> ,	. ,								
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	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000		
Promoter and	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		
Group	Total	91994807	91994807	100.000	91994807	0	100.000	0.000		
Public-	E-Voting	295278774	231385268	78.362	231385268	0	100.000	0.000		
Institutions	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	E-Voting	39422095	6528265	16.560	6528262	3	100.000	0.000		
Institutions	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) Whether promoter/ promoter group are interested in the agenda/resolution?			Ordinary					
				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)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter and	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
Group	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-	E-Voting	295278774	231380256	78.360	231380256	0	100.000	0.000
Institutions	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	E-Voting	39422095	6528265	16.560	6528250	15	100.000	0.000
Institutions	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 ı	no. 6: Approval for increase in	borrowing power	rs of the Compar	ny upto INR 2,00,00	0 Crore.			
Resolution re	equired: (Ordinary/ Special)				s	pecial		
Whether pron agenda/resol	noter/ promoter group are int ution?	erested in the				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
D	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter and Promoter	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
Group	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-	E-Voting	295278774	231385268	78.362	227861025	3524243	98.477	1.523
Institutions	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
Dublic Nes	Total	295278774	231385268	78.362	227861025	3524243	98.477	1.523
Public- Non	E-Voting Poll	39422095	6528245 9231784	16.560	6528240 9231784	5	100.000	0.000
Institutions	Postal Ballot (if applicable)	39422095 N.A	9231784 N.A	23.418 N.A	9231784 N.A	N.A	100.000 N.A	0.000 N.A
	Total	39422095	15760029	39.978	15760024	1N.A	100.000	0.000
Total	Total	426695676	339140104	79.481	335615856	3524248	98.961	1.039
	no. 7: Approval for issue of No						70.701	1.007
•	equired: (Ordinary/ Special)					pecial		
	noter/ promoter group are int	aractad in the			<u> </u>	No No		
agenda/resol		erested in the				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
	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter and	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
Promoter	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Group	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-	E-Voting	295278774	231385268	78.362	221293859	10091409	95.639	4.361
Institutions	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
5	Total	295278774	231385268	78.362	221293859	10091409	95.639	4.361
Public- Non	E-Voting Poll	39422095	6528245	16.560	6528245	0	100.000	0.000
Institutions	Postal Ballot (if applicable)	39422095 N.A	9231784 N.A	23.418 N.A	9231784 N.A	N.A	100.000 N.A	0.000 N.A
	Total	39422095	15760029	39.978	15760029	0	100.000	0.000
Total	Total	426695676	339140104	79.481	329048695	10091409	97.024	2.976
Agenda item ı	no. 8: Re-appointment of Justi			e Supreme Court of		7265), as an Ir	dependent Directo	or of the Company
Resolution re	equired: (Ordinary/ Special)				S	pecial		
Whether pron agenda/resol	noter/ promoter group are int ution?	erested in the				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	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter and	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
Group	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-	E-Voting	295278774	227881276 0	77.175	224383767	3497509	98.465	1.535
				0.000	0	0	0.000	0.000
Institutions	Poll Postal Ballot (if applicable)	295278774 N.A		N A	NI A	N I A	N I A	
	Postal Ballot (if applicable)	N.A	N.A	N.A 77.175	N.A 224383767	N.A 3497509	N.A 98.465	N.A 1.535
Institutions	Postal Ballot (if applicable) Total	N.A 295278774	N.A 227881276	77.175	224383767	3497509	98.465	1.535
	Postal Ballot (if applicable)	N.A	N.A					
Institutions Public- Non	Postal Ballot (if applicable) Total E-Voting	N.A 295278774 39422095	N.A 227881276 6528265	77.175 16.560	224383767 6528255	3497509 10	98.465 100.000	1.535 0.000
Institutions Public- Non	Postal Ballot (if applicable) Total E-Voting Poll	N.A 295278774 39422095 39422095	N.A 227881276 6528265 9231784	77.175 16.560 23.418	224383767 6528255 9231784	3497509 10 0	98.465 100.000 100.000	1.535 0.000 0.000

For Indiabulls Housing Finance Limited

Amit Jain Company Secretary

Date: September 19, 2018

AMRK& Associates Chartered Accountants



1395, Lower Ground Floor Sector -15, Part-II, Gurgaon - 122001 Tel.: +91-124-4049898 Mobile: +91-98 10 725520 Email: rai@macroconsulting.in

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

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- 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 voted electronic system	through			% of total number of valid votes casted
852)	3021	68560	99.980

(ii) Voted against the resolution:

Number of voted electronic system	_		% 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:

1	Number of votes casted in favour of resolution	
865	302703586	100.000

(ii) Voted against the resolution:

Number of					% of the total number
voted	through	casted	against	the	of valid votes casted
electronic	voting	resolutio	n		



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:

voted through	Number of votes casted in favour of resolution	
858	300096075	99.140

(ii) Voted against the resolution:

voted through	Number of votes casted against the resolution	i i
4	2602386	0.860

(iii) Invalid votes:

Total numbers of members whose	Total number of votes casted by
votes were declared invalid	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:

voted through	Number of votes casted in favour of resolution	
863	302703558	100.000



(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
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 voting system	casted in favour of	% of total number of valid votes casted
861	302698534	100.000

(ii) Voted against the resolution:

Number of voted electronic system	through	Number of vo casted against resolution	the	% 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



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:

voted through	Number of votes casted in favour of resolution	
826	299179293	98.836

(ii) Voted against the resolution:

	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 votes casted in favour of resolution	
799	292612132	96.666

(ii) Voted against the resolution:

	Number of votes casted against the resolution	
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

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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:

voted through	Number of votes casted in favour of resolution	
849	295702050	98.831

(ii) Voted against the resolution:

Number of i voted electronic system	through		against	% of the total number of valid votes casted
9		3.	497519	 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

							Allica	Xuic 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
**************************************	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
and the second	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	0.000
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
- Salar Salar Salar	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	9199480	7 64790028	70.4279	64790028	0	100.0000	0.0000
	Group						5.8° _8°	0.000
5	Public- Others	39422095	6528265	16.5599	6528250	15	99.9997	0.0002
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Total	426695676	302698549	70.9401	302698534	15	100.0000	0.0000
6	Public – Institutional Holders	295278774	231385268	78.3616	227861025	<u> </u>		1.5231
	Promoter and					***		
6	Promoter	91994807	64790028	70.4279	64790028	0	100.0000	0.0000
	Group			The state of the s		* *** **		
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
. 1.	Promoter	7"			. 2 .,2			41
8	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



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.
- No defective/ incomplete poll paper was found.
- 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 Nil	N.A.	NA

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(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.

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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.

Voted in favour of resolution: (i)

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)		% of the total number of valid votes cast
Nil 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.

Voted in favour of resolution: (i)

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.

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

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(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:

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Josodin Amand

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.
- 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: Mr. Jagdish Anand

Brong Bhag

Name: Mrs. Bimla Bhagat

Nagar, New Delhi 110018

DP ID/Client ID No.: IN301766/10105191

DP ID/Client ID No.: IN301774/18759571

Address: J-44, Lakshmi Nagar, New Delhi 110092

Address: H-Number B1- 38a, Vishnu Garden, Tilak

Place: New Delhi

Date: September 19, 2018

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Bromla Bhagast

			Foli Allilexure				Annexure - A	
Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstandin g 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)]*10
	Public – Institutional							
1	Holders	295278774	0	0.000	0	0	0.000	0.000
	Promoter and							
1	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
hika	Public – Institutional Holders Promoter and	295278774	077204770			0		
	Promoter Group	91994807	27204779 9231784			0		0.000
	Public-Others	39422095				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
	Promoter and Promoter Group	91994807	27204779	29.572	27204779	0	100.000	0.000
	Public-Others	39422095	9231784			0	100.000	0.000
4	Total	426695676	36436563	8.539	36436563	0	100.000	Q.000

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Josdil, Frank

	Public – Institutional			ı				
5	Holders	295278774	o	0.000	0	0	0.000	0.000
	Promoter and							
5	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
	Public – Institutional					i		
	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
	Public-Others	39422095	9231784	23.418	9231784	0	100.000	0.000
6	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
1	Public – Institutional		_					
<u> </u>	Holders	295278774	0	0.000	0	0	0.000	0.000
1	Promoter and							
	Promoter Group	91994807	27204779	29.572	27204779	0		
 	Public-Others	39422095	9231784	23.418	9231784	0		
7	Total	426695676	36436563	8.539	36436563	0	100.000	0.000
	n tit i in it in it in it							
i	Public – Institutional	205270774						
	Holders	295278774	0	0.000	0	0	0.000	0.000
	Promoter and	04004007	27204770	20.572	27224770			
	Promoter Group	91994807	27204779	29.572	27204779	0		
	Public-Others	39422095	9231784	23.418	9231784	0		
8	Total	426695676	36436563	8.539	36436563	0	100.000	0.000

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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

Browle Bhagas

Name: Mr. Jageish Anand

PAN: AUCPA6556H

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

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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)		% 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 votes were declared invalid

494500

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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 reappointment.

(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)		% of the total number of valid votes cast
4	2602386	0.767

(iii) Invalid votes:

Total numbers of members whose	Total number of votes cast by them
votes were declared invalid	
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)		% 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)		% of the total number of valid votes cast
1	3	0.000

(iii) Invalid votes:

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

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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)		% 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)		
2	15	0.000

(iii) Invalid votes:

Total numbers of members whose	Total number of votes cast by them
votes were declared invalid	
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)		% 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)		% 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

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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)		% 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)		% of the total number of valid votes cast
66	10091409	2.976

(iii) Invalid votes:

Total numbers of members when votes were declared invalid	ose 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 valid votes cast
9	3497519	1.042

(iii) Invalid votes:

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

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- 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

Place: New Delhi

Date: September 19, 2018

Name: Mrs. Bimla Bhagat

Bunks Bhough

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

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genda item n	io. 1: Adoption of the Audited	Standalone and	.onsolidated Fina	ancial Statements	of the Company a	as at iviaren 31,	2018 and the Kep	orts of the Board of
	Auditors thereon.				40.00			
esolution re	quired: (Ordinary/ Special)				Oi	rdinary		
hether prom	noter/ promoter group are into	erested in the				No		
genda/resolu	ıtion?					Y		
ategory	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)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
romoter and	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
romoter	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
iroup	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
ublic-	E-Voting	295278774	230935654	78.209	230874364	61290	99.973	0.027
nstitutions	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 0.027
	Total	295278774	230935654	78.209	230874364	61290	99.973 100.000	0.000
ublic- Non	E-Voting	39422095	6504168	16.499	6504168	0	100.000	0.000
nstitutions	Poll	39422095	9231784	23.418 N.A	9231784 N.A	N.A	N.A	0.000 N.A
İ	Postal Ballot (if applicable)	N.A 39422095	N.A 15735952	39.917	15735952	0	100.000	0.000
T-4-1	Total	426695676	338666413	79.370	338605123	61290	99.982	0.018
Total	no. 2: Confirmation of paymen							<u> </u>
		or miterim divid	enus, ucciared o	., equity snates for				
	quired: (Ordinary/ Special)				0	rdinary		
	noter/ promoter group are int	erested in the				No		
genda/resol				la.	T	Na destru	0/ =6 1/=	% of Votes against
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)	favour on votes in favour on votes polled (6)=[(4)/(2)]*100	
	E-Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter and	Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
romoter	Postal Ballot (if applicable)	N.A	N.A	N,A	N.A	N.A	N.A	N.A
Group	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-	E-Voting	295278774	231385268	78.362	231385268	0	100.000	0.000
nstitutions	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	E-Voting	39422095	6528290	16.560	6528290	0	100.000	0.000
Institutions	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 (DII	l:00010894), a W	/hole Time Directo	r & Key Manager	ial Personnel, c	lesignated as Vice-	Chairman, Managini
Director & CE	O, who is liable to retire by ro	tation and, being	eligible offers hi	mself for re-appoi	ntment.			
Resolution re	equired: (Ordinary/ Special)				C	Ordinary		
Whether pro	moter/ promoter group are in	terested in the				No		
agenda/resol								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes in favour (4)	No. of Votes – against (5)		% of Votes agains on votes polled (7)=[(5)/(2)]*100
				(3)=[(2)/(1)]* 100				
	E-Voting	91994807	64790028	(3)=[(2)/(1)]* 100 70.428	64790028	0	100.000	0.000
	E-Voting Poll	91994807 91994807	64790028 27204779		64790028 27204779	0 0	100.000	0.000
Promoter	Poll			70.428			100.000 N.A	0.000 N.A
romoter		91994807	27204779	70.428 29.572	27204779	0 N.A 0	100.000 N.A 100.000	0.000 N.A 0.000
romoter Group	Poll Postal Ballot (if applicable) Total	91994807 N.A	27204779 N.A	70.428 29.572 N.A	27204779 N.A	0 N.A	100.000 N.A 100.000 98.875	0.000 N.A 0.000 1.125
Promoter Group Public-	Poll Postal Ballot (if applicable)	91994807 N.A 91994807	27204779 N.A 91994807	70.428 29.572 N.A 100.000	27204779 N.A 91994807	0 N.A 0 2602383	100.000 N.A 100.000 98.875 0.000	0.000 N.A 0.000 1.125 0.000
Promoter Group Public-	Poll Postal Ballot (if applicable) Total E-Voting	91994807 N.A 91994807 295278774	27204779 N.A 91994807 231380256	70.428 29.572 N.A 100.000 78.360	27204779 N.A 91994807 228777873	0 N.A 0 2602383 0 N.A	100.000 N.A 100.000 98.875 0.000 N.A	0.000 N.A 0.000 1.125 0.000 N.A
Promoter Group Public-	Poll Postal Ballot (if applicable) Total E-Voting Poll	91994807 N.A 91994807 295278774 295278774	27204779 N.A 91994807 231380256 0	70.428 29.572 N.A 100.000 78.360 0.000	27204779 N.A 91994807 228777873 O N.A 228777873	0 N.A 0 2602383 0 N.A 2602383	100.000 N.A 100.000 98.875 0.000 N.A 98.875	0.000 N.A 0.000 1.125 0.000 N.A 1.125
Promoter Group Public- nstitutions	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total	91994807 N.A 91994807 295278774 295278774 N.A	27204779 N.A 91994807 231380256 0 N.A	70.428 29.572 N.A 100.000 78.360 0.000 N.A	27204779 N.A 91994807 228777873 0 N.A 228777873 6528174	0 N.A 0 2602383 0 N.A 2602383	100.000 N.A 100.000 98.875 0.000 N.A 98.875 100.000	0.000 N,A 0.000 1.125 0.000 N,A 1.125 0.000
Promoter Group Public- Institutions Public- Non	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	91994807 N.A 91994807 295278774 295278774 N.A 295278774	27204779 N.A 91994807 231380256 0 N.A 231380256	70.428 29.572 N.A 100.000 78.360 0.000 N.A 78.360	27204779 N.A 91994807 228777873 0 N.A 228777873 6528174 9231784	0 N.A 0 2602383 0 N.A 2602383 3	100.000 N.A 100.000 98.875 0.000 N.A 98.875 100.000 100.000	0.000 N.A 0.000 1.125 0.000 N.A 1.125 0.000 0.000
Promoter Group Public- nstitutions Public- Non	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting	91994807 N.A 91994807 295278774 295278774 N.A 295278774 39422095	27204779 N.A 91994807 231380256 0 N.A 231380256 6528177	70.428 29.572 N.A 100.000 78.360 0.000 N.A 78.360 16.560	27204779 N.A 91994807 228777873 0 N.A 228777873 6528174 9231784 N.A	0 N.A 0 2602383 0 N.A 2602383 3 0 N.A	100.000 N.A 100.000 98.875 0.000 N.A 98.875 100.000 100.000 N.A	0.000 N.A 0.000 1.125 0.000 N.A 1.125 0.000 N.A 1.125 0.000 0.000 N.A
Promoter and Promoter Group Public- Institutions Public- Non Institutions	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll	91994807 N.A 91994807 295278774 295278774 N.A 295278774 39422095 39422095	27204779 N.A 91994807 231380256 0 N.A 231380256 6528177 9231784	70.428 29.572 N.A 100.000 78.360 0.000 N.A 78.360 16.560 23.418	27204779 N.A 91994807 228777873 0 N.A 228777873 6528174 9231784	0 N.A 0 2602383 0 N.A 2602383 3	100.000 N.A 100.000 98.875 0.000 N.A 98.875 100.000 100.000	0.000 N.A 0.000 1.125 0.000 N.A 1.125 0.000 0.000

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.,) as the auditors of the Comp	any and name the	ii remuneration.	·				
	quired: (Ordinary/ Special)				Oı	dinary		
	noter/ promoter group are int	erested in the				No		
agenda/resolu Category	ution? 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 agains on votes polled (7)=[(5)/(2)]*100
	[Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
romoter and	E-Voting Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
romoter	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
iroup	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
ublic-	E-Voting	295278774	231385268	78.362	231385268	0	0.000	0.000
nstitutions	Poll	295278774	0	0.000	N.A	N.A	0.000 N.A	N.A
	Postal Ballot (if applicable)	N.A 295278774	N.A 231385268	N.A 78.362	231385268	0	100.000	0.000
ublic Non	Total	39422095	6528265	16.560	6528262	3	100.000	0.000
ublic- Non stitutions	E-Voting 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
「otal		426695676	339140124	79.481	339140121	3	100.000	0.000
genda item i	no. 5: Appointment of Mr. S.S	. Mundra (DIN: 00	979731) (Ex-Dep	outy Governor of R	eserve Bank of In	dia), as an Inde	ependent Director	of the Company.
						rdinary		
	equired: (Ordinary/ Special)							
Whether pror igenda/resol	noter/ promoter group are in	terested in the				No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes agains on votes polled (7)=[(5)/(2)]*100
		01004007	64700038	(3)=[(2)/(1)]* 100 70.428	64790028	0	100.000	0.000
romoter and	E-Voting Poll	91994807 91994807	64790028 27204779	29.572	27204779	0 .	100.000	0.000
romoter	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
iroup	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
ublic-	E-Voting	295278774	231380256	78.360	231380256	0	100.000	0.000
nstitutions	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	E-Voting	39422095	6528265	16.560	6528250	15	100.000	0.000
nstitutions	Poll	39422095	9231784	23.418	9231784 N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	N.A	N.A 15760049	N.A 39.978	15760034	15	100.000	0.000
	Total	39422095 426695676	339135112	79.479	339135097	15	100.000	0.000
otal	no. 6: Approval for increase in						1	
		1 DOTTOWING POWC	13 Of the compa			Special		
	equired: (Ordinary/ Special)		ļ. <u></u>			No		
Whether pro agenda/resol	moter/ promoter group are in	terested in the				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 agains on votes polled (7)=[(5)/(2)]*100
	F.Voting	91994807	64790028	70.428	64790028	0	100.000	0.000
Promoter and	E-Voting Poll	91994807	27204779	29.572	27204779	0	100.000	0.000
Promoter	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Group	Total	91994807	91994807	100.000	91994807	0	100.000	0.000
Public-	E-Voting	295278774	231385268	78.362	227861025	3524243	98.477	1.523
nstitutions	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	0.000
Public- Non	E-Voting	39422095	6528245	16.560	6528240	5	100.000	0.000
	Poll	39422095	9231784	23.418	9231784			N.A
Institutions				NI A	N A	N A	N.A	11.74
Institutions	Postal Ballot (if applicable) Total	N.A 39422095	N.A 15760029	N.A 39.978	N.A 15760024	N.A 5	N.A 100.000	0.000

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	o. 7: Approval for issue of No		1		S	pecial		
Resolution required: (Ordinary/ Special)						No		
Whether promoter/ promoter group are interested in the agenda/resolution?			No. of Votes No. of Votes % of Votes in % of Votes again					
	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	favour on votes	(7)=[(5)/(2)]*100
		24024207	64790028	70.428	64790028	0	100.000	0.000
	E-Voting	91994807	27204779	29.572	27204779	0	100.000	0.000
Promoter and	Poll	91994807		N.A	N.A	N.A	N.A	N.A
Promoter	Postal Ballot (if applicable)	N.A	N.A	100.000	91994807	0	100.000	0.000
Group	Total	91994807	91994807		221293859	10091409	95.639	4.361
Public-	E-Voting	295278774	231385268	78.362	0	0	0.000	0.000
institutions	Poll	295278774	0	0.000	N.A	N.A	N,A	N.A
matitutions	Postal Ballot (if applicable)	N.A	N.A	N.A	221293859	10091409	95.639	4.361
•	Total	295278774	231385268	78.362	6528245	0	100.000	0.000
Public- Non	E-Voting	39422095	6528245	16.560		0	100.000	0.000
	Poll	39422095	9231784	23.418	9231784	N.A	N.A	N.A
Institutions	Postal Ballot (if applicable)	, N.A	N.A	N.A	N.A	0	100.000	0.000
	Total	39422095	15760029	39.978	15760029	10091409	97.024	2.976
	no. 8: Re-appointment of Jus	426695676	339140104	79.481	329048695	10091409		tar of the Company

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

			Special					
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the			No					
agenda/resolu	noter/ promoter group are intuition? 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)	favour on votes	% of Votes agains on votes polled (7)=[(5)/(2)]*100
ļ			64700029	70.428	64790028	0	100.000	0.000
Promoter and	E-Voting	91994807	64790028	29.572	27204779	0	100.000	0.000
	Poll	91994807	27204779	N.A	N.A	N.A	N.A	N.A
romoter	Postal Ballot (if applicable)	N.A	N.A		91994807	0	100.000	0.000
Group	Total	91994807	91994807	100.000	224383767	3497509	98.465	1.535
Public- Institutions	E-Voting	295278774	227881276	77.175	0	0	0.000	0.000
	Poll	295278774	0	0.000	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	N.A	N.A	N.A	224383767	3497509	98.465	1.535
	Total	295278774	227881276	77.175		10	100.000	0.000
Public- Non Institutions	E-Voting	39422095	6528265	16.560	6528255	0	100,000	0.000
	Poll	39422095	9231784	23.418	9231784	N.A	N.A	N.A
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	10	100.000	0.000
	Total	39422095	15760049	39.978	15760039		98.958	1.042
	Total	426695676	335636132	78.659	332138613	3497519	70.930	<u> </u>

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