

Indiabulls

HOUSING FINANCE

Date: September 8, 2017

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: 12th Annual General Meeting of the Members of Indiabulls Housing Finance Limited (the Company)

Ref: Regulations 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations)

Dear Sir/Madam,

We wish to inform you that the 12th Annual General Meeting (AGM) of the Members of the Company was held today i.e. September 8, 2017 at 10:00 A.M. at Mapple Emerald, Rajkri, NH-8, New Delhi-110038. The Members present at the AGM transacted the business mentioned in the Notice dated August 10, 2017.

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

- (a) Summary of the proceedings of the AGM;
- (b) Voting Results in the prescribed format; and
- (c) Scrutinizer Report(s) on e-voting and poll dated September 8, 2017.

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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Indiabulls

HOUSING FINANCE

Summary of the Proceedings of the 12th Annual General Meeting of Indiabulls Housing Finance Limited (the Company) held on September 8, 2017

The 12th Annual General Meeting (AGM) of the members of the Company was held on Friday, September 8, 2017, 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 145 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, Mr. Prem Prakash Mirdha, Independent Director and Member of Audit Committee and Stakeholders Relationship Committee and Brig. Labh Singh Sitara (Retd.), Independent Director and Member of Audit Committee, Mrs. Manjari Ashok Kacker, Non-Executive Director 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 the Auditors' Report for FY 2016-17 was read and with the consent of the members present, the Notice convening the 12th AGM was taken as read.

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

He informed the members that the Company had offered the facility of voting through electronic means from Tuesday, the 5th day of September, 2017 at 10:00 A.M. till Thursday, the 7th day of September, 2017 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 10, 2017 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, 2017 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 2016-17 (Ordinary Resolution).
3. Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115), Whole Time Director & Key Managerial Personnel, designated as an Executive Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment (Ordinary Resolution).



Indiabulls Housing Finance Limited (CIN. L65922DL2005PLC136029)

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Reg. Office: Plot No. 62 & 63, First Floor, Connaught Place, New Delhi - 01. T. +91 11 3025 2900 F. +91 11 3025 2901 Email. homeloans@indiabulls.com Web. IndiabullsHomeLoans.com

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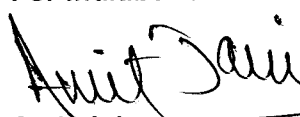
4. Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114), Whole Time Director & Key Managerial Personnel, designated as Deputy Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment (Ordinary Resolution).
5. Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005) (an Indian firm of Ernst & Young), in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), the retiring Statutory Auditors, as Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of seventeenth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company(Ordinary Resolution).


Special Business:

6. Approval for increase in borrowing powers of the Company upto INR 145,000 Crore (Special Resolution).
7. Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, within the shareholders' existing authorization of upto INR 125,000 Crore (Special Resolution).
8. Amendment in the Articles of Association of the Company (Special Resolution).
9. Re-appointment of Mr. Sameer Gehlaut (DIN: 00060783) as a Whole-time Director & Key Managerial Personnel and designated as Executive Chairman of the Company, for a further period of five years, with effect from March 19, 2018 and payment of remuneration (Ordinary Resolution).
10. Re-appointment of Mr. Gagan Banga (DIN: 00010894) as a Whole-Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO of the Company, for a further period of five years, with effect from March 19, 2018 and payment of remuneration (Ordinary Resolution).
11. Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of remuneration (Ordinary Resolution).
12. Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114) as a Whole-Time Director & Key Managerial Personnel, designated as Deputy Managing Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of remuneration (Ordinary Resolution).
13. Appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-time Director & Key Managerial Personnel, designated as Executive Director of the Company, for a period of five years, with effect from October 21, 2016 and payment of remuneration (Ordinary Resolution).

Based on the Scrutinizers' Reports dated September 8, 2017 issued by Mr. Raj Kumar Singh of M/s. Shiv Raj Sohan & Company, Practicing Chartered Accountants and Mr. Subhash Chander Gupta (DP-Client ID IN300118/ 10809395) and Mr. Dhan Parkash Sharma (DP-Client ID IN302050/10128022), Member(s) of the Company, all the aforementioned businesses were passed by the Members with requisite majority.

For Indiabulls Housing Finance Limited


Amit Jain
Company Secretary



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	08-Sep-17
Total number of Shareholders on record date	64342
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	138
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, 2017 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public- Institutions	E-Voting	284984077	207393514	72.774	207393514	0	100.000	0.000
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	207758514	72.902	207758514	0	100.000	0.000
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554218	0	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070590	0	100.000	0.000
Total		424381140	323023911	76.116	323023911	0	100.000	0.000

Agenda item no. 2: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2016-17.

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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public- Institutions	E-Voting	284984077	207652045	72.864	207652045	0	100.000	0.000
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	208017045	0	100.000	0.000
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554218	0	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070590	0	100.000	0.000
Total		424381140	323282442	76.177	323282442	0	100.000	0.000



Agenda item no. 3: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115), Whole Time Director & Key Managerial Personnel, designated as an Executive Director, 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207652045	72.864	124861391	82790654	60.130	39.870
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	125226391	82790654	60.200	39.800
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323282442	76.177	240491785	82790657	74.391	25.609

Agenda item no. 4: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114), Whole Time Director & Key Managerial Personnel, designated as Deputy Managing Director, 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207652045	72.864	204337081	3314964	98.404	1.596
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	204702081	3314964	98.406	1.594
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323282442	76.177	319967475	3314967	98.975	1.025

Agenda item no. 5: Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005) (an Indian firm of Ernst & Young), in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), the retiring Statutory Auditors, as Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of seventeenth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207652045	72.864	204828582	2823463	98.640	1.360
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	205193582	2823463	98.643	1.357
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323282442	76.177	320458976	2823466	99.127	0.873

Agenda item no. 6: Approval for increase in borrowing powers of the Company upto INR 145,000 Crore.

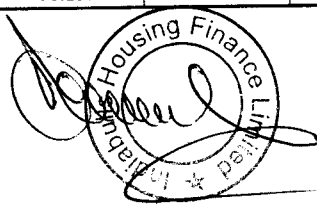
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public- Institutions	E-Voting	284984077	207652045	72.864	203224906	4427139	97.868	2.132
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	203589906	4427139	97.872	2.128
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554208	10	100.000	0.000
	Poll	39202256	9516372	24.275	9516371	1	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070579	11	100.000	0.000
Total	424381140	323282442	76.177	318855292	4427150	98.631	1.369	

Agenda item no. 7: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, within the shareholders' existing authorization of upto INR 125,000 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public- Institutions	E-Voting	284984077	207652045	72.864	195063817	12588228	93.938	6.062
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	195428817	12588228	93.948	6.052
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554208	10	100.000	0.000
	Poll	39202256	9516372	24.275	9516371	1	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070579	11	100.000	0.000
Total	424381140	323282442	76.177	310694203	12588239	96.106	3.894	

Agenda item no. 8: Amendment in the Articles of Association 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public- Institutions	E-Voting	284984077	207478415	72.804	203051276	4427139	97.866	2.134
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	207843415	72.932	203416276	4427139	97.870	2.130
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total	424381140	323108812	76.136	318681670	4427142	98.630	1.370	



Agenda item no. 9: Re-appointment of Mr. Sameer Gehlaut (DIN: 00060783) as a Whole-time Director & Key Managerial Personnel and designated as Executive Chairman of the Company, for a further period of five years, with effect from March 19, 2018 and payment of remuneration.

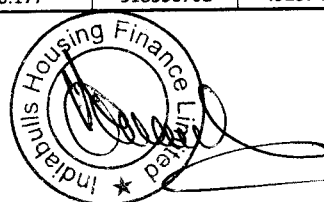
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207652045	72.864	198146124	9505921	95.422	4.578
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	198511124	9505921	95.430	4.570
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323282442	76.177	313776518	9505924	97.060	2.940

Agenda item no. 10: Re-appointment of Mr. Gagan Banga (DIN: 00010894) as a Whole-Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207531845	72.822	205305700	2226145	98.927	1.073
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	207896845	72.950	205670700	2226145	98.929	1.071
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323162242	76.149	320936094	2226148	99.311	0.689

Agenda item no. 11: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207652045	72.864	202726308	4925737	97.628	2.372
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	208017045	72.993	203091308	4925737	97.632	2.368
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323282442	76.177	318356702	4925740	98.476	1.524



Agenda item no. 12: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114) as a Whole-Time Director & Key Managerial Personnel, designated as Deputy Managing Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207531845	72.822	205305700	2226145	98.927	1.073
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	207896845	72.950	205670700	2226145	98.929	1.071
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323162242	76.149	320936094	2226148	99.311	0.689

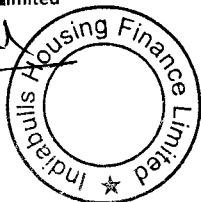
Agenda item no. 13: Appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-time Director & Key Managerial Personnel, designated as Executive Director of the Company, for a period of five years, with effect from October 21, 2016 and payment of remuneration.

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	100194807	60741944	60.624	60741944	0	100.000	0.000
	Poll	100194807	39452863	39.376	39452863	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	100194807	100194807	100.000	100194807	0	100.000	0.000
Public-Institutions	E-Voting	284984077	207531845	72.822	198188778	9343067	95.498	4.502
	Poll	284984077	365000	0.128	365000	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	284984077	207896845	72.950	198553778	9343067	95.506	4.494
Public- Non Institutions	E-Voting	39202256	5554218	14.168	5554215	3	100.000	0.000
	Poll	39202256	9516372	24.275	9516372	0	100.000	0.000
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	39202256	15070590	38.443	15070587	3	100.000	0.000
Total		424381140	323162242	76.149	313819172	9343070	97.109	2.891

For Indiabulls Housing Finance Limited

Amit Jain
Company Secretary

Date: September 8, 2017



Shiv Raj Sohan & Company

Chartered Accountants

Office No 204, 2nd Floor, RS Tower, Plot No B 358A, New No 1267, Near Metro Pillor 156,

New Ashok Nagar, New Delhi 110096

E Mail: rajurajca@gmail.com, rajurajca@hotmail.com, Mobile 9911493450

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]

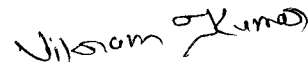
To,
The Chairman
12th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 8, 2017 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar Singh of M/s. Shiv Raj Sohan & Company, Practicing Chartered Accountants, having our office at Office No. 204, Second Floor, R S Tower, Plot No. B358A, New No. 1267, Near Metro Pillor No. 156, New Ashok Nagar, New Delhi - 110096, 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 10th August, 2017 convening the 12th Annual General Meeting (AGM) of the Equity Shareholders of Indiabulls Housing Finance Limited, held on 8th September, 2017 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 5th September, 2017 at (10:00 A.M.) to 7th September, 2017 at (5.00 P.M.).
2. The Shareholders holding shares as on the "cut off" date (for reckoning voting rights) i.e. 1st September, 2017, were entitled to vote on the proposed resolutions (item nos. 1 to 13 as set out in the Notice dated 10th August, 2017 convening the 12th Annual General Meeting of Indiabulls Housing Finance Limited).
3. The votes were unblocked on 8th September, 2017 around 11:11 A.M. in the presence of two witnesses, Mr. Dharmendra Kumar (PAN: ATVPK5850C) R/o R-24/8, 4th Floor, Ramesh Park, Gurudwara Road, Laxmi Nagar, Delhi-92 and Mr. Vikram Kumar (PAN: FLJPK5118L) R/o 204, A-27, Shakarpur, Laxmi Nagar Delhi-92, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Mr. Dharmendra Kumar


Name: Mr. Vikram Kumar





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, 2017 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
802	27,36,89,676	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
0	0	0.000

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	192800

*Includes abstain votes

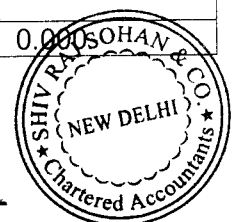
Item No. 2 – As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2016-17.

(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
804	27,39,48,207	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
0	0	0.000



(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115), Whole Time Director & Key Managerial Personnel, designated as an Executive Director, 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 voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
439	19,11,57,550	69.779

(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
371	8,27,90,657	30.221

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes

Item No. 4 – As an Ordinary Resolution: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114), Whole Time Director & Key Managerial Personnel, designated as Deputy Managing Director, 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 voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
789	27,06,33,240	98.790



(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
15	33,14,967	1.210

(iii) Invalid votes*:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes

Item No. 5 – As an Ordinary Resolution: Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005) (an Indian firm of Ernst & Young), in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), the retiring Statutory Auditors, as Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of seventeenth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors 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
796	27,11,24,741	98.969

(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
8	28,23,466	1.031

(iii) Invalid votes*:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes

Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 145,000 Crore.



(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
762	26,95,21,058	98.384

(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
44	44,27,149	1.616

(iii) Invalid votes*:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes

Item No. 7 – As a Special Resolution: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, within the shareholders' existing authorization of upto INR 125,000 Crore.

(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
717	26,13,59,969	95.405

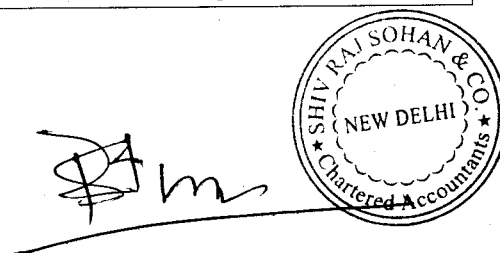
(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
89	1,25,88,238	4.595

(iii) Invalid votes*:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes



Item No. 8 – As a Special Resolution: Amendment in the Articles of Association 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
761	26,93,47,435	98.383

(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
44	44,27,142	1.617

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	1,36,000

*Includes abstain votes

Item No. 9 – As an Ordinary Resolution: Re-appointment of Mr. Sameer Gehlaut (DIN: 00060783) as a Whole-time Director & Key Managerial Personnel and designated as Executive Chairman of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
739	26,44,42,283	96.530

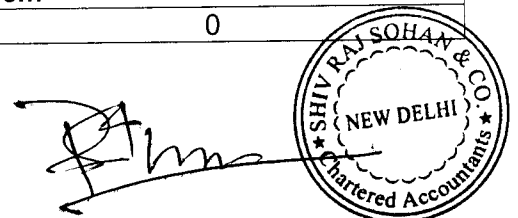
(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
65	95,05,924	3.470

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes



Item No. 10 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN: 00010894) as a Whole-Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
797	27,16,01,859	99.187

(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
6	22,26,148	0.813

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	1,20,200

*Includes abstain votes

Item No. 11 – As an Ordinary Resolution: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of remuneration.

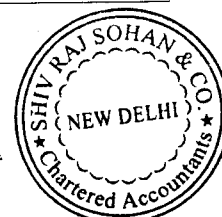
(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
791	26,90,22,467	98.202

(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
14	49,25,740	1.798

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(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
0	0

*Includes abstain votes

Item No. 12 – As an Ordinary Resolution: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114) as a Whole-Time Director & Key Managerial Personnel, designated as Deputy Managing Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
797	27,16,01,859	99.187

(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
6	22,26,148	0.813

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	1,20,200

*Includes abstain votes

Item No. 13 – As an Ordinary Resolution: Appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-time Director & Key Managerial Personnel, designated as Executive Director of the Company, for a period of five years, with effect from October 21, 2016 and payment of 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
740	26,44,84,937	96.588



(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
64	93,43,070	3.412

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	1,20,200

*Includes abstain votes

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 12th 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 **M/s Shiv Raj Sohan & Company,**
Chartered Accountants



Raj Kumar Singh
Partner
M. No. : FCA 504971
FRN : 021365N

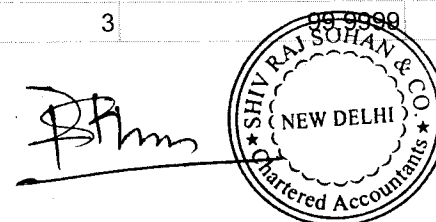


Date: September 8, 2017
Place: New Delhi

E-voting Annexure

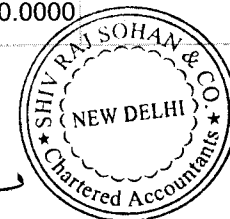
Annexure - A

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	284984077	207393514	72.7737	207393514	0	100.0000	0.0000
1	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
1	Public-Others	39202256	5554218	14.1681	5554218	0	100.0000	0.0000
	Total	424381140	273689676	64.4915	273689676	0	100	0
2	Public – Institutional Holders	284984077	207652045	72.8644	207652045	0	100.0000	0.0000
2	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
2	Public-Others	39202256	5554218	14.1681	5554218	0	100.0000	0.0000
	Total	424381140	273948207	64.5524	273948207	0	100	0
3	Public – Institutional Holders	284984077	207652045	72.8644	124861391	82790654	60.1301	39.8698
3	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
3	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273948207	64.5524	191157550	82790657	69.7787	30.2213
4	Public – Institutional Holders	284984077	207652045	72.8644	204337081	3314964	98.4035	1.5964
4	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
4	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000





	Total	424381140	273948207	64.5524	270633240	3314967	98.7899	1.2101
5	Public – Institutional Holders	284984077	207652045	72.8644	204828582	2823463	98.6402	1.3597
5	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
5	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273948207	64.5524	271124741	2823466	98.9693	1.0307
6	Public – Institutional Holders	284984077	207652045	72.8644	203224906	4427139	97.8680	2.1319
6	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
6	Public-Others	39202256	5554218	14.1681	5554208	10	99.9998	0.0001
	Total	424381140	273948207	64.5524	269521058	4427149	98.3839	1.6161
7	Public – Institutional Holders	284984077	207652045	72.8644	195063817	12588228	93.9378	6.0621
7	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
7	Public-Others	39202256	5554218	14.1681	5554208	10	99.9998	0.0001
	Total	424381140	273948207	64.5524	261359969	12588238	95.4049	4.5951
8	Public – Institutional Holders	284984077	207478415	72.8035	203051276	4427139	97.8662	2.1337
8	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
8	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273774577	64.5115	269347435	4427142	98.3829	1.6171
9	Public – Institutional Holders	284984077	207652045	72.8644	198146124	9505921	95.4221	4.5778
9	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000

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9	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273948207	64.5524	264442283	9505924	96.5300	3.4700
10	Public – Institutional Holders	284984077	207531845	72.8223	205305700	2226145	98.9273	1.0726
10	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
10	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273828007	64.5241	271601859	2226148	99.1870	0.8130
11	Public – Institutional Holders	284984077	207652045	72.8644	202726308	4925737	97.6278	2.3721
11	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
11	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273948207	64.5524	269022467	4925740	98.2019	1.7981
12	Public – Institutional Holders	284984077	207531845	72.8223	205305700	2226145	98.9273	1.0726
12	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
12	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273828007	64.5241	271601859	2226148	99.1870	0.8130
13	Public – Institutional Holders	284984077	207531845	72.8223	198188778	9343067	95.4980	4.5019
13	Promoter and Promoter Group	100194807	60741944	60.6238	60741944	0	100.0000	0.0000
13	Public-Others	39202256	5554218	14.1681	5554215	3	99.9999	0.0000
	Total	424381140	273828007	64.5241	264484937	9343070	96.5880	3.4120

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
12th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 8, 2017 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar Singh of M/s Shiv Raj Sohan & Company, Practicing Chartered Accountants, having our office at Office No. 204, Second Floor, R S Tower, Plot No. B358A, New No. 1267, Near Metro Pillor No. 156, New Ashok Nagar, New Delhi – 110096 and Mr. Subhash Chander Gupta, having DP ID/Client ID No. IN300118/10809395 and having residential address at House No.-1180, Post Box No. 71 GPO, HUDA Sector-1, Rohtak-124001 and Mr. Dhan Parkash Sharma, having DP ID/Client ID No. IN302050/10128022 and having residential address at Flat No. 20, DDA SFS Flats, Niti Bagh, New Delhi - 110049, shareholders of Indiabulls Housing Finance Limited, appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolutions at the 12th Annual General Meeting of the Equity Shareholders of Indiabulls Housing Finance Limited held on September 8, 2017 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. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
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, 2017 and the Reports of the Board of Directors and Auditors thereon.

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

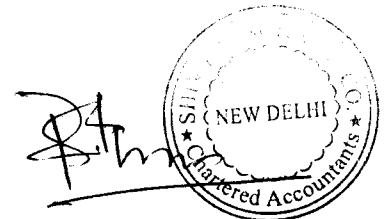
Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
90	49,334,235	100.00

(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
0	0	0.00

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(iii) **Invalid votes:**

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

Item No. 2 - As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2016-17.

(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
90	49,334,235	100.00

(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
0	0	0.00

(iii) **Invalid votes:**

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

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115), Whole Time Director & Key Managerial Personnel, designated as an Executive Director, 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
90	49,334,235	100.00

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

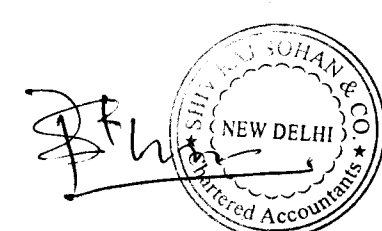
Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid votes:**

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

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Item No. 4 – As an Ordinary Resolution: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114), Whole Time Director & Key Managerial Personnel, designated as Deputy Managing Director, 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
90	49,334,235	100.00

(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
0	0	0.00

(iii) Invalid votes:

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

Item No. 5 – As an Ordinary Resolution: Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005) (an Indian firm of Ernst & Young), in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), the retiring Statutory Auditors, as Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of seventeenth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors 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
90	49,334,235	100.00

(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
0	0	0.00

(iii) Invalid votes:

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

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Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 145,000 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
89	49,334,234	100.00

(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	1	0.00

(iii) **Invalid** votes:

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

Item No. 7 – As a Special Resolution: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, within the shareholders' existing authorization of upto INR 125,000 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
89	49,334,234	100.00

(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	1	0.00

(iii) **Invalid** votes:

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

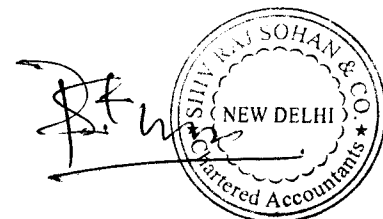
Item No. 8 – As a Special Resolution: Amendment in the Articles of Association of the Company.

(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
90	49,334,235	100.00

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(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
0	0	0.00

(iii) **Invalid** votes:

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

Item No. 9 – As an Ordinary Resolution: Re-appointment of Mr. Sameer Gehlaut (DIN: 00060783) as a Whole-time Director & Key Managerial Personnel and designated as Executive Chairman of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
90	49,334,235	100.00

(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
0	0	0.00

(iii) **Invalid** votes:

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

Item No. 10 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN: 00010894) as a Whole-Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
90	49,334,235	100.00

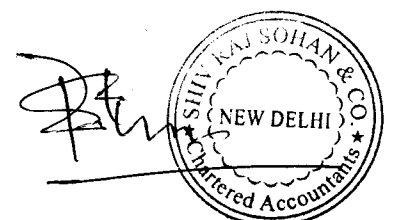
(ii) Voted **against** the resolution:

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
0	0	0.00

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(iii) **Invalid votes:**

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

Item No. 11 – As an Ordinary Resolution: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
90	49,334,235	100.00

(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
0	0	0.00

(iii) **Invalid votes:**

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

Item No. 12 – As an Ordinary Resolution: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114) as a Whole-Time Director & Key Managerial Personnel, designated as Deputy Managing Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of remuneration.

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

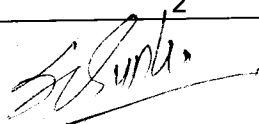
Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
90	49,334,235	100.00

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

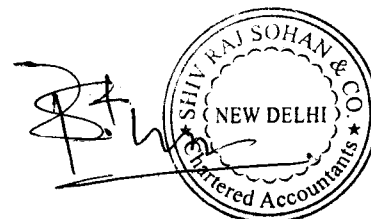
Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid votes:**

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



6 



Item No. 13 – As an Ordinary Resolution: Appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-time Director & Key Managerial Personnel, designated as Executive Director of the Company, for a period of five years, with effect from October 21, 2016 and payment of 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
90	49,334,235	100.00

(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
0	0	0.00

(iii) Invalid votes:

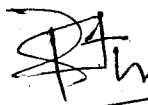

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
2	N.A.

- 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 M/s Shiv Raj Sohan & Company
Chartered Accountants

Raj Kumar Singh
Partner
M. No. : FCA 504971
FRN : 021365N


Name: Subhash Chander Gupta
DP ID/Client ID No.: IN300118/10809395
Address: House No.-1180, Post Box No. 71 GPO,
HUDA Sector-1, Rohtak-124001


Name: Dhan Parkash Sharma
DP ID/Client ID No.: IN302050/10128022
Address: Flat No. 20, DDA SFS Flats, Niti Bagh,
New Delhi - 110049

Place: New Delhi
Date: September 8, 2017
Time: 02:00 PM

Poll Annexure

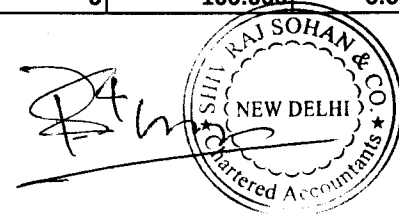
Annexure - A

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	284984077	365000	0.128	365000	0	100.000	0.000
1	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
1	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
1	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
2	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
2	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
2	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
2	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
3	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
3	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
3	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
3	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
4	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
4	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
4	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
4	Total	424381140	49334235	11.625	49334235	0	100.000	0.000

5	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
5	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
5	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
5	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
6	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
6	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
6	Public-Others	39202256	9516372	24.275	9516371	1	100.000	0.000
6	Total	424381140	49334235	11.625	49334234	1	100.000	0.000
7	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
7	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
7	Public-Others	39202256	9516372	24.275	9516371	1	100.000	0.000
7	Total	424381140	49334235	11.625	49334234	1	100.000	0.000
8	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
8	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
8	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
8	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
9	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
9	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
9	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
9	Total	424381140	49334235	11.625	49334235	0	100.000	0.000

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10	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
10	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
10	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
10	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
11	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
11	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
11	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
11	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
12	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
12	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
12	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
12	Total	424381140	49334235	11.625	49334235	0	100.000	0.000
13	Public – Institutional Holders	284984077	365000	0.128	365000	0	100.000	0.000
13	Promoter and Promoter Group	100194807	39452863	39.376	39452863	0	100.000	0.000
13	Public-Others	39202256	9516372	24.275	9516372	0	100.000	0.000
13	Total	424381140	49334235	11.625	49334235	0	100.000	0.000

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SHIV RAJ SOHAN & CO
NEW DELHI
Chartered Accountants

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
12th Annual General Meeting of the Equity Shareholders
of Indiabulls Housing Finance Limited held on September 8, 2017 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Raj Kumar Singh of M/s Shiv Raj Sohan & Company, Practicing Chartered Accountants, having our office at Office No. 204, Second Floor, R S Tower, Plot No. B358A, New No. 1267, Near Metro Pillor No. 156, New Ashok Nagar, New Delhi – 110096, 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 Mr. Subhash Chander Gupta, having DP ID/Client ID No. IN300118/10809395 and having residential address at House No.-1180, Post Box No. 71 GPO, HUDA Sector-1, Rohtak-124001 and Mr. Dhan Parkash Sharma, having DP ID/Client ID No. IN302050/10128022 and having residential address at Flat No. 20, DDA SFS Flats, Niti Bagh, New Delhi - 110049, Shareholders of Indiabulls Housing Finance Limited, were appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolution(s) at the 12th Annual General Meeting of the Equity Shareholders of Indiabulls Housing Finance Limited held on September 8, 2017 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. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The votes cast through E-voting were unblocked on September 8, 2017 around 11:11 A.M. in the presence of two witnesses, Mr. Dharmendra Kumar (PAN: ATVPK5850C) R/o R-24/8, 4th Floor, Ramesh Park, Gurudwara Road, Laxmi Nagar, Delhi-92 and Mr. Vikram Kumar (PAN: FLJPK5118L) R/o 204, A-27, Shakarpur, Laxmi Nagar Delhi-92 (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.


Name: Mr. Dharmendra Kumar


Name: Mr. Vikram Kumar






5. The consolidated result of E-voting and Polling at the aforesaid 12th Annual General Meeting, is given hereunder :

Item No. 1- As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2017 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
892	323,023,911	100.00

- (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
0	0	0.00

- (iii) **Invalid votes***:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	192,800

*Includes abstain votes

Item No. 2 - As an Ordinary Resolution: Confirmation of payment of interim dividends, declared on equity shares for the financial year 2016-17.

- (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	323,282,442	100.00

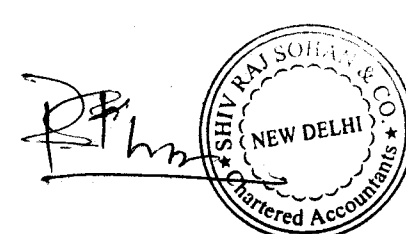
- (ii) Voted **against** the resolution:

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
0	0	0.00

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(iii) **Invalid votes*:**

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

*Includes abstain votes

Item No. 3 – As an Ordinary Resolution: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115), Whole Time Director & Key Managerial Personnel, designated as an Executive Director, 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
529	240,491,785	74.39

(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
371	82,790,657	25.61

(iii) **Invalid votes*:**

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

*Includes abstain votes

Item No. 4 – As an Ordinary Resolution: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114), Whole Time Director & Key Managerial Personnel, designated as Deputy Managing Director, 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
879	319,967,475	98.97

(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
15	3,314,967	1.03

(iii) **Invalid votes*:**

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

*Includes abstain votes

Item No. 5 – As an Ordinary Resolution: Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005) (an Indian firm of Ernst & Young), in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), the retiring Statutory Auditors, as Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of seventeenth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors 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
886	320,458,976	99.13

(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
8	2,823,466	0.87

(iii) **Invalid votes*:**

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

*Includes abstain votes

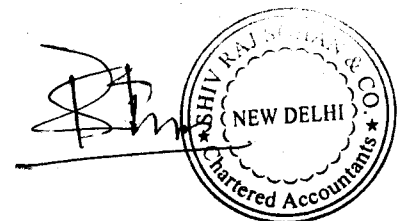
Item No. 6 – As a Special Resolution: Approval for increase in borrowing powers of the Company upto INR 145,000 Crore.

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

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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
851	318,855,292	98.63

(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
45	4,427,150	1.37

(iii) Invalid votes*:

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

*Includes abstain votes

Item No. 7 – As a Special Resolution: Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, within the shareholders' existing authorization of upto INR 125,000 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
806	310,694,203	96.11

(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
90	12,588,239	3.89

(iii) Invalid votes:

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

Item No. 8 – As a Special Resolution: Amendment in the Articles of Association of the Company.

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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
851	318,681,670	98.63

(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
44	4,427,142	1.37

(iii) **Invalid votes***:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	136,000

*Includes abstain votes

Item No. 9 – As an Ordinary Resolution: Re-appointment of Mr. Sameer Gehlaut (DIN: 00060783) as a Whole-time Director & Key Managerial Personnel and designated as Executive Chairman of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
829	313,776,518	97.06

(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
65	9,505,924	2.94

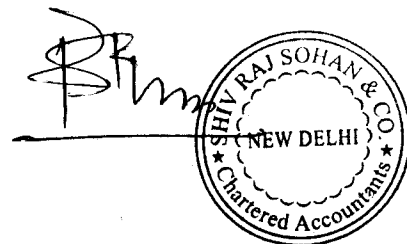
(iii) **Invalid votes***:

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

*Includes abstain votes

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Item No. 10 – As an Ordinary Resolution: Re-appointment of Mr. Gagan Banga (DIN: 00010894) as a Whole-Time Director & Key Managerial Personnel, designated as Vice-Chairman, Managing Director & CEO of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
887	320,936,094	99.31

(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
6	2,226,148	0.69

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	120,200

*Includes abstain votes

Item No. 11 – As an Ordinary Resolution: Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
881	318,356,702	98.48

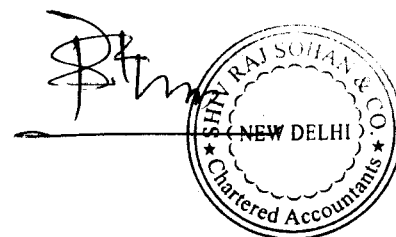
(ii) Voted **against** the resolution:

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
14	4,925,740	1.52

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(iii) **Invalid votes*:**

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

*Includes abstain votes

Item No. 12 – As an Ordinary Resolution: Re-appointment of Mr. Ashwini Omprakash Kumar (DIN: 03341114) as a Whole-Time Director & Key Managerial Personnel, designated as Deputy Managing Director of the Company, for a further period of five years, with effect from March 19, 2018 and payment of 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
887	320,936,094	99.31

(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
6	2,226,148	0.69

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	120,200

*Includes abstain votes

Item No. 13 – As an Ordinary Resolution: Appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-time Director & Key Managerial Personnel, designated as Executive Director of the Company, for a period of five years, with effect from October 21, 2016 and payment of 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
830	313,819,172	97.11

(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
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person or by proxy)		
64	9,343,070	2.89

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	120,200


*Includes abstain votes

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 **M/s Shiv Raj Sohan & Company,**
Chartered Accountants


Raj Kumar Singh
Partner

M. No. : FCA 504971
FRN : 021365N




Name: Subhash Chander Gupta
DP ID/Client ID No. IN300118/10809395
Address: House No.-1180, Post Box No. 71
GPO, HUDA Sector-1, Rohtak-124001


Name: Dhan Parkash Sharma
DP ID/Client ID No. IN302050/10128022
Address: Flat No. 20, DDA SFS Flats, Niti
Bagh, New Delhi - 110049

Place: New Delhi
Date: September 8, 2017

Time: 2:30 pm

Combined 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	284984077	207758514	72.902	207758514	0	100.000	0.000
1	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
1	Public-Others	39202256	15070590	38.443	15070590	0	100.000	0.000
1	Total	424381140	323023911	76.116	323023911	0	100.000	0.000
2	Public – Institutional Holders	284984077	208017045	72.993	208017045	0	100.000	0.000
2	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
2	Public-Others	39202256	15070590	38.443	15070590	0	100.000	0.000
2	Total	424381140	323282442	76.177	323282442	0	100.000	0.000
3	Public – Institutional Holders	284984077	208017045	72.993	125226391	82790654	60.200	39.800
3	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
3	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
3	Total	424381140	323282442	76.177	240491785	82790657	74.391	25.609
4	Public – Institutional Holders	284984077	208017045	72.993	204702081	3314964	98.406	1.594
4	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
4	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
4	Total	424381140	323282442	76.177	319967475	3314967	98.975	

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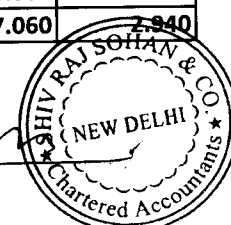


5	Public – Institutional Holders	284984077	208017045	72.993	205193582	2823463	98.643	1.357
5	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
5	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
5	Total	424381140	323282442	76.177	320458976	2823466	99.127	0.873
6	Public – Institutional Holders	284984077	208017045	72.993	203589906	4427139	97.872	2.128
6	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
6	Public-Others	39202256	15070590	38.443	15070579	11	100.000	0.000
6	Total	424381140	323282442	76.177	318855292	4427150	98.631	1.369
7	Public – Institutional Holders	284984077	208017045	72.993	195428817	12588228	93.948	6.052
7	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
7	Public-Others	39202256	15070590	38.443	15070579	11	100.000	0.000
7	Total	424381140	323282442	76.177	310694203	12588239	96.106	3.894
8	Public – Institutional Holders	284984077	207843415	72.932	203416276	4427139	97.870	2.130
8	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
8	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
8	Total	424381140	323108812	76.136	318681670	4427142	98.630	1.370
9	Public – Institutional Holders	284984077	208017045	72.993	198511124	9505921	95.430	4.570
9	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
9	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
9	Total	424381140	323282442	76.177	313776518	9505924	97.060	7.940

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10	Public – Institutional Holders	284984077	207896845	72.950	205670700	2226145	98.929	1.071
10	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
10	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
10	Total	424381140	323162242	76.149	320936094	2226148	99.311	0.689
11	Public – Institutional Holders	284984077	208017045	72.993	203091308	4925737	97.632	2.368
11	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
11	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
11	Total	424381140	323282442	76.177	318356702	4925740	98.476	1.524
12	Public – Institutional Holders	284984077	207896845	72.950	205670700	2226145	98.929	1.071
12	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
12	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
12	Total	424381140	323162242	76.149	320936094	2226148	99.311	0.689
13	Public – Institutional Holders	284984077	207896845	72.950	198553778	9343067	95.506	4.494
13	Promoter and Promoter Group	100194807	100194807	100.000	100194807	0	100.000	0.000
13	Public-Others	39202256	15070590	38.443	15070587	3	100.000	0.000
13	Total	424381140	323162242	76.149	313819172	9343070	97.109	2.891

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