

**MINUTES OF THE PROCEEDINGS OF THE FIFTH ANNUAL GENERAL MEETING OF
INDIABULLS REAL ESTATE LIMITED HELD ON FRIDAY, THE 30TH DAY OF
SEPTEMBER, 2011 AT 10:30 A.M. AT CENTAUR HOTEL, IGI AIRPORT, DELHI-
GURGAON ROAD, NEW DELHI – 110 037.**

DIRECTORS PRESENT:

1. Mr. Rajiv Rattan, Vice Chairman
2. Mr. Karan Singh
3. Mr. Aishwarya Katoch
4. Mr. Shamsher Singh Ahlawat (Chairman, Audit Committee)

MEMBERS:

104 Members, present in person
86 Members, present through their respective Proxies

IN ATTENDANCE:

1. Mr. Anil Mittal – Chief Financial Officer
2. Mr. Sudhir Khullar – Head, Secretarial

CHAIRMAN OF THE MEETING

In the absence of Mr. Sameer Gehlaut, Chairman of the Board, the Directors present, requested Mr. Rajiv Rattan to chair the proceedings. Thereafter, Mr. Rajiv Rattan took the chair.

QUORUM

The requisite quorum being present, the Chairman called the meeting to order.

The Certificates and the Register of Directors' shareholding to be placed pursuant to statutory requirements were kept open for inspection at the Meeting.

CHAIRMAN'S ADDRESS

The Chairman welcomed the Members to the Fifth Annual General Meeting of the Company, and briefly addressed the Meeting.

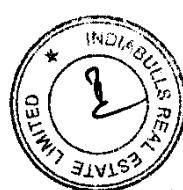
NOTICE

With the permission of the Members present, the Notice convening the Meeting was taken as read.

AUDITORS' REPORT

At the request of the Chairman, Mr. Sudhir Khullar read out the Auditors' Report.

Thereupon, the Members proceeded to transact the business as set out in the Notice.



ORDINARY BUSINESS:

Item No. 1

The Members took up for consideration the Audited Balance Sheet of the Company as at March 31, 2011, the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.

The Chairman invited the Members for questions or clarifications, if any, on the Annual Accounts of the Company. The Chairman informed that Mr. Shamsher Singh, Chairman of the Audit Committee, was present at the Meeting to answer Shareholders' queries.

Thereafter, Mr. Surender Kumar proposed (DP ID: IN301055 Client ID: 10599235) and Mr. Kailash Chand (DP ID: IN302620 Client ID: 10027999) seconded the following Resolution to be adopted as an Ordinary Resolution:

"RESOLVED THAT the audited Profit and Loss Account of the Company for the financial year ended March 31, 2011 and the audited Balance Sheet as at that date together with the Reports of the Auditors and the Board of Directors thereon, be and are hereby received, considered and adopted."

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

Item No. 2

The Chairman informed the Members that the Board of Directors of the Company had recommended a dividend of Re. 0.30 per Equity share (face value of Rs. 2/- per share) for the financial year ended March 31, 2011.

Mr. Jatinder Singh (DP ID: IN300118 Client ID: 11426038) proposed and Mr. Rajesh Kumar (DP ID: IN302620 Client ID: 10129673) seconded the following Resolution to be adopted as an Ordinary Resolution:

"RESOLVED THAT a dividend of Re. 0.30 per equity share (face value of Rs. 2/- per share), as recommended by the Board of Directors of the Company for the Financial Year ended 31st March, 2011, be and is hereby approved.

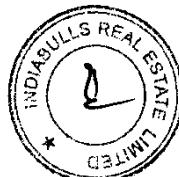
RESOLVED FURTHER THAT the dividend so declared be paid to the Equity Shareholders of the Company whose names appear on the Register of Members as on the book closure date."

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

Item No. 3

The Chairman informed the Members that in accordance with the provisions of Section 256 of the Companies Act, 1956, Mr. Karan Singh, Director, retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment.

Mr. Gagan Prasad Mishra (DP ID: IN300214 Client ID: 15047276) proposed and Mr. Raj Bareja (DP ID: IN301774 Client ID: 11059960) seconded the following Resolution to be adopted as an Ordinary Resolution:



“RESOLVED THAT Mr. Karan Singh (DIN: 00017236), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

Item No. 4

The Chairman informed the Members that in accordance with the provisions of Section 256 of the Companies Act, 1956, Mr. Shamsher Singh Ahlawat, Director, retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment.

Mr. Mukesh Bhargava (DP ID: IN300724 Client ID: 10076636) proposed and Mr. Deepak Chauhan (DP ID: IN300861 Client ID: 10026990) seconded the following Resolution to be adopted as an Ordinary Resolution:

“RESOLVED THAT Mr. Shamsher Singh Ahlawat (DIN: 00017480), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

Item No. 5

The Chairman informed the Members that M/s Sharma Goel & Co., Chartered Accountants, Statutory Auditors of the Company, hold the office upto the conclusion of this Annual General Meeting. The Board of Directors has recommended their appointment to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and the same is required to be approved by the shareholders by passing an Ordinary Resolution.

Mr. Anil Kumar Gupta (DP ID: IN300118 Client ID: 10398083) proposed and Mr. Pradeep Seth (DP ID: IN300118 Client ID: 10224303) seconded the following Resolution to be adopted as an Ordinary Resolution:

“RESOLVED THAT M/s Sharma Goel & Co., Chartered Accountants, (Registration no.: 000643-N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors.”

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

SPECIAL BUSINESS:

Item No. 6

The Chairman apprised the Members that as a measure to attract and retain talent, the Company had proposed to launch a fresh stock option scheme titled ‘Indiabulls Real Estate Limited Employees Stock Option Scheme-2011’ (IBREL ESOP – 2011) providing for issuance of upto 15,000,000 (fifteen million) stock options to the permanent employees, who may or may not be the existing shareholders of the Company. Thereafter, he placed before the Members the resolution, set out under item No. 6 of the Notice, required to be approved as a Special Resolution.



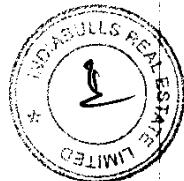
Mr. Ram Chandra Singh (DP ID: IN301313 Client ID: 20060838) proposed and Ms. Rajni Varshney (DP ID: IN302822 Client ID: 10087647) seconded the following resolution to be adopted as a Special Resolution:

"RESOLVED THAT, pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the Listing Agreements with stock exchanges, Securities and Exchange Board of India ("SEBI") (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines"), as amended from time to time, the applicable guidelines and clarifications issued by the Reserve Bank of India ("RBI") and any other statutory/regulatory authorities, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall also include a Committee thereof) to create, issue, offer and allot at any time or from time to time, directly or through a trust, to the Eligible Employees (which expression shall, unless repugnant to the context, mean and include the permanent employees of the Company and its subsidiaries (both present and future), working in India or out of India, and the Directors of the Company and its subsidiaries, whether whole-time or not but not including the promoter directors or directors holding by themselves or through the relatives or any body corporate, 10% or more of the outstanding equity share capital of the Company), as may be decided solely by the Board, stock options not exceeding 15,000,000 in number, representing 15,000,000 equity shares of face value Rs. 2/- each of the Company, in one or more tranches, upon such terms and conditions as may be deemed appropriate by the Board, each option giving the right but not the obligation, to the holder, to acquire, purchase, or subscribe for cash, 15,000,000 fully paid equity shares of face value Rs. 2/- each of the Company, in accordance with the terms of the 'Indiabulls Real Estate Limited Employee Stock Option Scheme - 2011' ("IBREL ESOP-2011").

RESOLVED FURTHER THAT any equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company and be listed with the Stock Exchanges, where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the offer shall be in accordance with the terms and conditions with regard to price, payment, application, allotment, transfer, etc. prescribed by the SEBI Guidelines and in accordance with any other guidelines, rules, regulations and laws to the extent applicable and subject also to the Memorandum and Articles of Association of the Company, provided that:

- a) The Board shall determine the eligibility criteria for the Eligible Employees under the IBREL ESOP – 2011 based on evaluation of the employees/Directors on various parameters, such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution, conduct, future potential, etc. and such other factors as may be deemed appropriate by the Board.
- b) Such Eligible Employees, as may be decided by the Board, shall be granted stock option(s) under the IBREL ESOP – 2011 ("Eligible Employees" or "Participants").
- c) The aggregate of all options granted to Eligible Employees under the IBREL ESOP-2011 will not exceed 15,000,000 stock options.
- d) The Board shall determine the actual quantum of options to be granted under IBREL ESOP-2011 to each Participant within the aggregate limit of all such grants, being 15,000,000 stock options.



- e) The date as decided by the Board for the grant of option(s) shall be the grant date.
- f) The principal terms of the IBREL ESOP-2011 inter alia are as under:
 - (i) All Eligible Employees shall be eligible to participate under the Plan.
 - (ii) Subject to specified performance and employment conditions, the options granted to the Eligible Employees shall vest within a period of 10 years from the date of grant, subject however that the first vesting of the options granted shall not be earlier than one year from the date of grant.
 - (iii) The exercise price will be the market price of the equity shares of the Company, being the latest available closing price, prior to the date of grant or the price as may be decided by the Board.
 - (iv) The exercise period of the vested options shall be 60 months from the date of vesting or until the validity of the IBREL ESOP-2011, whichever is earlier, after which the unexercised options shall automatically lapse unless otherwise decided by the Board. The options shall be exercised in accordance with the process as may be specified in the IBREL ESOP-2011 and the Participants will have to pay the exercise price per share at the time of exercise of the option.
- g) The Board is also empowered to make a fair and reasonable adjustment to the exercise price in case of rights issues, bonus issues, restructuring of the business of the Company by way of merger/demerger and other corporate actions.
- h) The Company shall comply with the disclosure requirement and accounting policies prescribed by SEBI, including the accounting policies specified in Schedule I of SEBI Guidelines, and any other appropriate authority(ies), from time to time.
 - i) The Company shall use the intrinsic value method for valuation of its options.
 - j) As the Company presently calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share of the Company shall also be disclosed in the Directors' Report.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, modify or alter any of the terms and conditions of the IBREL ESOP-2011, including those for the grant of options, issue of shares on exercise of options, exercise price for the purpose of the grant, vesting period, exercise period, subject to the SEBI Guidelines, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the grant of options, allotment of shares on exercise of options etc. and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may deem fit.



RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any Committee of directors or any other officer or officers of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to entrust the holding of Securities for the benefit of the Eligible Employees, either through purchase or allotment, and the administration, management and implementation of IBREL ESOP-2011 to Indiabulls Employees' Welfare Trust ("EWT"), in accordance with the terms of IBREL ESOP-2011.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of securities, or to otherwise take necessary actions to procure securities under the IBREL ESOP-2011 through the EWT or to implement the IBREL ESOP-2011, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect and make any modifications, changes, variations, alterations or revisions in the said IBREL ESOP-2011 or to suspend, withdraw or revive the IBREL ESOP-2011 from time to time as per the discretion of the Board and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company."

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

Item No. 7

The Chairman apprised the Members that in order to extend the benefits of 'Indiabulls Real Estate Limited Employee Stock Option Scheme - 2011' to permanent employees and Directors of Subsidiaries, the resolution set out under item No. 7 of the Notice, was required to be passed as a Special Resolution.

Ms. Madhu Seth (DP ID: IN300118 Client ID: 10296367) proposed and Mr. Puneet Duggal (DP ID: IN300206 Client ID: 11008902) seconded the following resolution to be adopted as a Special Resolution:

"RESOLVED THAT, pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the Listing Agreements with stock exchanges, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, the applicable guidelines and clarifications issued by the Reserve Bank of India and any other statutory/regulatory authorities, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (which expression shall also include a Committee thereof) to create, issue, offer and allot at any time or from time to time, either directly or through a trust, such number of stock options, in one or more tranches, in accordance with the terms of the 'Indiabulls Real Estate Limited Employee Stock Option Scheme- 2011' ("IBREL ESOP-2011") to Eligible Employees who are permanent employees of the subsidiaries of the Company, existing or future, working in India or out of India, and the Directors of the subsidiaries of the Company, whether whole-time or not, but not including the promoter directors or directors holding by themselves or through the relatives or any body corporate, 10% or more of the outstanding equity of the Company."

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.



Item No. 8

The Chairman apprised the Members that to enable the Board to grant stock options to employees during any one year, exceeding 1% of the issued capital of the Company at the time of grant under 'Indiabulls Real Estate Limited Employee Stock Option Scheme - 2011', the resolution as set out under item No. 8 of the Notice was required to be passed as a Special Resolution.

Ms. Divya Bhagat (DP ID: IN301774 Client ID: 14849975) proposed and Mr. Krishan Lal Madan (DP ID: IN300183 Client ID: 10543123) seconded the following resolution to be adopted as a Special Resolution:

"RESOLVED THAT, pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the Listing Agreements with stock exchanges, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines"), as amended from time to time, the applicable guidelines and clarifications issued by the Reserve Bank of India and any other statutory/regulatory authorities, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (which expression shall also include a Committee thereof) to identify specific Eligible Employees and grant options, during any one year, equal to, or exceeding, 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant under the 'Indiabulls Real Estate Limited Employee Stock Option Scheme-2011' ("IBREL ESOP-2011")."

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

Item No. 9

The Chairman apprised the Members that in order to amend the existing ESOP Schemes of the Company vis-à-vis the exercise price as referred to therein, the resolution as set out under item No. 9 of the Notice was required to be passed as a Special Resolution.

Mr. Om Prakash (DP ID: IN300724 Client ID: 10151450) proposed and Ms. Meena Sood (DP ID: IN302566 Client ID: 10008961) seconded the following resolution to be adopted as a Special Resolution:

"RESOLVED THAT, pursuant to the applicable provisions, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the Listing Agreements with stock exchanges, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, the applicable guidelines and clarifications issued by the Reserve Bank of India and any other statutory/regulatory authorities, consent of the shareholders be and is hereby accorded for amending the 'Indiabulls Real Estate Limited Employees Stock Option Scheme 2006' and 'Indiabulls Real Estate Limited Employees Stock Option Scheme 2008 (II)' (the "Stock Option Schemes"), earlier consented to/approved by the shareholders, so as to amend the exercise price under respective Stock Option Schemes, to be the market price of the equity shares of the Company, being the latest available closing price, prior to the date of grant or the price as may be decided by the Board."

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.



Item No. 10

The Chairman apprised the Members that Mr. Saurabh K. Mittal, Director and Vice-Chairman of the Company has been actively involved in the promotion and setting up of power projects being undertaken by the Company directly as well as through its subsidiary Indiabulls Realtech Limited (IRL) and in order to have the focused benefit of his work experience and expertise, the Board of Directors of IRL approved his appointment therein on the terms as given in the resolution and explanatory statement at item no. 10 to the Notice of the meeting. He explained that shareholders need to approve the same by passing the resolution as set out under item No. 10 of the Notice as a Special Resolution.

Mr. Satya Pal Gupta (DP ID: IN302269 Client ID: 10210117) proposed and Mr. Vinod Kumar Singhal (DP ID: IN300118 Client ID: 10036310) seconded the following resolution to be adopted as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 314(1) and all other applicable provisions, if any, of the Companies Act, 1956, the provisions of any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions, the appointment of Mr. Saurabh K Mittal, Director & Vice-Chairman of the Company, to hold an office or place of profit in its subsidiary Company, Indiabulls Realtech Limited (hereinafter referred to as IRL or the Appointee Company), with effect from February 1, 2011, on terms and conditions set out in the explanatory statement attached to the notice, be and is hereby approved.”

The Resolution, on being put to the vote of the Meeting by show of hands, was passed unanimously.

VOTE OF THANKS

There being no other business to transact, the Meeting concluded with a vote of thanks to the Chair.

Date:

Place:

CHAIRMAN

For INDIABULLS REAL ESTATE LIMITED

COMPANY SECRETARY

