



**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 and Clause 35B of the Listing Agreements]

To,

Mr. S. K. Roy

Chairman

LIC Housing Finance Limited

Regd. Office: Bombay Life Building, 2nd Floor,  
45/47, Veer Nariman Road, Mumbai - 400 001.

Dear Sir,

1. I, N. L. Bhatia, Practicing Company Secretary, have been appointed as scrutinizer, by the Board of Directors of LIC Housing Finance Limited for the purpose of scrutinizing the e-voting, voting by post through Ballot Form and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting, voting by post through Ballot Form and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Clause 35B of the Listing Agreement with the Stock Exchanges on the resolutions contained in the notice of the 26<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on August 19, 2015 at "M.C. Ghia Hall", Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20 Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Mumbai-400 001.



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 26<sup>th</sup> AGM of the members of the Company. My responsibility as a

Scrutinizer for the e-voting, voting by post through Ballot Form and physical ballot process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company, Ballot Forms received through post and provided by Sharex Dynamic (India) Private Limited (SDIL), R&T Agent and voting through Ballot Paper carried out at the Meeting.

3. Further to above, I submit my report as under:

3.1 The Company has provided the e-voting facility through CDSL, on their website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

3.2 The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.

3.3 The Company has dispatched the Ballot Form on July 25, 2015 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on July 17, 2015 and to those members who became the members subsequent to dispatch of Ballot Form and were members as on cut-off date and asked for the same.

3.4 The particulars of all Ballot Forms received from the members have been entered into register separately maintained for the purpose.

3.5 The Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company / list of beneficiaries as on August 12, 2015. All Ballot Forms received up to August 18, 2015 before the close of working hours, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.



- 3.6 Envelopes containing ballot forms received after closing of working hours on August 18, 2015 were not considered for my scrutiny.
- 3.7 The Company had arranged for Ballot Papers which were duly distributed to the members and proxies present at the AGM on August 19, 2015; in case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.8 We have kept a record of the Ballot Papers received in response to the voting done at the AGM, by initialing it.
- 3.9 We have ensured that the ballot boxes were duly locked and sealed in the presence of the members and proxies.
- 3.10 The e-voting commenced from August 16, 2015 (10:00 a.m.) and ended on August 18, 2015 (5:00 p.m.).
- 3.11 The votes cast were unblocked after the AGM in the presence of 2 witnesses, Mr. Karan Lund and Ms. Reshma Shetty, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
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- 3.12 My combined report on the results of voting through e-voting, Ballot Form and Ballot Paper at the AGM is as under;



**Item No. 1(a) - As an Ordinary Resolution: -**

To receive, consider and adopt:

The audited Financial Statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon;

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

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 601               | 350732127            | 99.97%                                |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 3                 | 110200          | 0.03%                                 |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 37  | 943781                |



**Item No. 1(b) - As an Ordinary Resolution: -****To receive, consider and adopt:****The audited consolidated Financial Statement for the financial year ended March 31, 2015 together with the report of Auditors thereon.****(i)Voted in favour of the resolution:**

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 599               | 350218823            | 99.97%                                |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 3                 | 110200          | 0.03%                                 |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 38  | 943783                |



**Item No. 2:- As an Ordinary Resolution: -****To declare Dividend on Equity Shares for the financial year 2014-2015.****(i)Voted in favour of the resolution:**

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 599               | 351767205            | 100%                                  |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 2                 | 190             | 0                                     |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 34  | 13266                 |



**Item No. 3:- As an Ordinary Resolution: -**

To appoint a Director in place of Shri S.B Mainak, (DIN 2531129) who retires by rotation and being eligible, offers himself for re-appointment.

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

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 411               | 293155700            | 83.34%                                |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 193               | 58615142        | 16.66%                                |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 34  | 13266                 |



**Item No. 4:- As an Ordinary Resolution: -**

To Appoint Messrs Chokshi & Chokshi, LLP, Chartered Accountants, Mumbai (Registration No.:101872W) and Messrs Shah Gupta & Co., Chartered Accountants, Mumbai (Registration No.:109574W) as Joint Statutory Auditors of the Company and to fix their remuneration.

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

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 592               | 349620215            | 99.60%                                |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 12                | 1396008         | 0.40%                                 |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 35  | 769385                |





**Item No. 5:- As a Special Resolution: -**

**Enter into an agreement / transaction with related party / parties upto Rs.4,000 crore (Rupees Four Thousand crore only).**

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

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 575               | 351483892            | 100%                                  |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 13                | 2740            | 0                                     |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 36  | 285580                |



**Item No. 6:- As a Special Resolution: -**

**Issue of Redeemable Non-Convertible Debentures, and /or other hybrid instruments on a private placement basis.**

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

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 537               | 346537656            | 98.53%                                |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 54                | 5185502         | 1.47%                                 |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 34  | 11216                 |



**Item No. 7:- As an Ordinary Resolution: -**

**Appointment of Dr. Dharmendra Bhandari (DIN-00041829) as an independent Director of the Company**

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

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 573               | 349632416            | 100%                                  |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 13                | 3660            | 0                                     |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 37  | 2136066               |



**Item No. 8:- As a Ordinary Resolution: -****Appointment of Shri Debabrata Sarkar (DIN-02502618) as an Independent Director of the Company****(i)Voted in favour of the resolution:**

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 575               | 349633916            | 100%                                  |

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

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 10                       | 2158                   | 0%   |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 38  | 2136068               |



**Item No. 9:- As an Ordinary Resolution: -**

**Appointment of Shri V. K. Kukreja (DIN-01185834) as an Independent Director of the Company**

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

| Number of ballots | Number of votes cast | % of total number of valid votes cast |
|-------------------|----------------------|---------------------------------------|
| 572               | 348877242            | 100%                                  |

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

| Number of ballots | Number of votes | % of total number of valid votes cast |
|-------------------|-----------------|---------------------------------------|
| 12                | 2660            | 0                                     |

**(iii) Invalid votes:**

| Total Number of ballots whose votes were declared invalid | Total number of votes |
|---|-----------------------|
| 38  | 2892185               |



4. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting, Ballot Form received through post and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. Nitin Jage, General Manager(Taxation), & Company Secretary for safe keeping.
5. You may accordingly declare the result of voting by e-voting, Ballot Form received through post and Ballot Paper at the AGM i.e., August 19, 2015.

Thanking you,



yours faithfully,

*Navitik L. Bhatia*

N. L. Bhatia, FCS-1176

Practicing Company Secretary

Scrutinizer for Remote E-voting, voting  
through Ballot Form and voting at AGM Venue

Countersigned by

*S. K. Roy*

Mr. S. K. Roy

Chairman

Place: Mumbai

Date: August 20, 2015