

P. S. GUPCHUP
M.Com., LL.B., ACS
Practising Company Secretary

REPORT OF SCRUTINIZER

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Of the Twenty Eighth Annual General Meeting of the Equity Shareholders of "**LIC HOUSING FINANCE LIMITED**" held on Friday, August 18, 2017 at 3.00 p.m. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Mumbai - 400001.

Sir,

1. I, P.S. Gupchup, Practising Company Secretary, Mumbai, was appointed as Scrutinizer pursuant to Sections 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot forms at the Twenty Eighth Annual General Meeting of the Equity Shareholders of "**LIC HOUSING FINANCE LIMITED**" held on Friday, August 18, 2017 at 3.00 p.m. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Mumbai – 400001.
2. The Management of the Company is responsible to ensure the compliance with requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by use of ballot forms. My responsibility as Scrutinizer is restricted to ensure that voting process both through e-voting and by use of ballot forms at

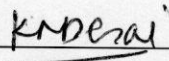



the meeting is conducted in a fair and transparent manner and to make a consolidated report to the Chairman on votes cast "For (assent)" or "Against (dissent)" the resolutions stated in the notice.

3. The Company has extended e-voting facility to the shareholders who have registered their e-mail address with the Depositories, through Central Depository Services (India) Limited (CDSL).
4. The Company has completed the dispatch of Notice convening the AGM on 22nd July, 2017 to the members whose names appeared in the Register of Members/List of beneficial ownership maintained by the depositories as on 14th July, 2017 by speed post and through email.
5. The Company has published an advertisement on 21st July, 2017 in Business Standard (English) and Sakal (Marathi), Mumbai which provided the required information as specified in the rules.
6. The equity shareholders holding shares as on 11th August, 2017, "the Cut Off date", were entitled to vote on the resolutions stated in the notice of the 28th Annual General Meeting of the Company through remote e-voting and at the Annual General Meeting.
7. The voting period began on Tuesday, 15th August, 2017 (10.00 a.m.) and ended on Thursday, 17th August, 2017 (05.00 p.m.).
8. A Ballot box was placed before the meeting for the purpose of casting of votes by the members present at the meeting but who have not cast their votes by availing remote e-voting facility, which was locked in my presence with identification mark placed by me.
9. After the conclusion of voting at the AGM the locked Ballot box was opened in my presence and in the presence of two witnesses who are not the employees of the Company. All the Ballot forms received up to the close of working hours as well as at the Annual General Meeting (AGM) & e-votes received up to 05.00 p.m. on 17th August, 2017 were considered for scrutiny.
10. Thereafter votes cast through remote e-voting process were unblocked on 18th August, 2017 at 05.10 p.m. by using the Scrutinizer's log in on CDSL e-voting website in the presence of two witnesses who are not in the employment of the company namely Ms. Khushboo Desai and Ms. Vinaya Khopkar.

The said witnesses have signed below in confirmation of the votes cast through remote e-voting having been unblocked in their presence:




(Khushboo Desai)


(Vinaya Khopkar)

11. All the ballot forms so received were duly scrutinized, numbered and initialled by the Scrutinizer and the share holding were matched/confirmed with the register of members of the Company/list of beneficiaries as on 11th August, 2017 maintained by Registrar and Transfer Agent of the Company viz. Sharex Dynamic (India) Pvt. Ltd. and the authorizations /proxies lodged with the Company.
12. Ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
Particulars of all the ballot forms & e-votes received from the members have been entered in the register separately maintained for the purpose.
13. The consolidated result of voting is as under:-

a) **RESOLUTION 1 :**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statement for the financial year ended 31st March, 2017 together with the report of the Auditors thereon.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	543	164	707
Number of votes cast by them	368561152	134160	368695312
% of Total Number of valid votes cast	99.999	99.740	

(ii) Voted against the Resolution

	Remote voting	e-	Voting by Ballot	Total
Number of Members voting (in person or by proxy)		2	2	4
Number of votes cast by them		58	350	408
% of Total Number of valid votes cast		0.001	0.260	

(iii) Invalid Votes

	E-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

b) **RESOLUTION 2:**

To declare Dividend on Equity Shares for the financial year 2016-17.

(i) Voted in favour of Resolution

	Remote voting	e-	Voting by Ballot	Total
Number of Members present and voting (in person or by proxy)		545	162	707
Number of votes cast by them	368622535		133979	368756514
% of Total Number of valid votes cast	100.00		99.554	



(ii) Voted against the resolution:

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	600	600
% of Total Number of valid votes cast	NIL	0.446	

(iii) Invalid Votes

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

c) **RESOLUTION 3:**

To appoint a Director in place of Ms. Usha Sangwan, (DIN 02609263) who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of Resolution :

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	536	161	697
Number of votes cast by them	366626639	134304	366760943
% of Total Number of valid votes cast	99.459	99.833	



(ii) Voted against the resolution

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	9	3	12
Number of votes cast by them	1995896	225	1996121
% of Total Number of valid votes cast	0.541	0.167	

(iii) Invalid Votes

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

d) **RESOLUTION 4:**

To consider and ratify appointment of Joint Statutory Auditors.

(i) Voted in favour of Resolution

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	541	161	702
Number of votes cast by them	368622407	134320	368756727
% of Total Number of valid votes cast	99.999	99.814	



(ii) Voted against the resolution

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	4	3	7
Number of votes cast by them	128	250	378
% of Total Number of valid votes cast	0.001	0.186	

(iii) Invalid Votes

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

e) **RESOLUTION 5:**

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

(i) Voted in favour of Resolution

	Remote voting	e- Voting by Ballot	Total
Number of Members voting (in person or by proxy)	488	118	606
Number of votes cast by them	361357758	85464	361443222
% of Total Number of valid votes cast	98.029	98.570	



(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	58	7	65
Number of votes cast by them	7264775	1240	7266015
% of Total Number of valid votes cast	1.971	1.430	

(iii) Invalid votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

f) **RESOLUTION 6:**

Appointment of Shri. Vinay Sah (DIN 02425847) as the Managing Director & CEO of the Company for a period of 3 Years.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	286	119	405
Number of votes cast by them	288392107	85374	288477481
% of Total Number of valid votes cast	81.172	99.014	



(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	244	3	247
Number of votes cast by them	66892216	850	66893066
% of Total Number of valid votes cast	18.828	0.986	

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

g) **RESOLUTION 7:**

Appointment of Shri Jagdish Capoor (DIN- 00002516) as an Independent Director for a period of five consecutive years.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	257	120	377
Number of votes cast by them	295049452	86099	295135551
% of Total Number of valid votes cast	80.041	99.855	



(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	289	2	291
Number of votes cast by them	73572883	125	73573008
% of Total Number of valid votes cast	19.959	0.145	

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

h) RESOLUTION 8:

Appointment of Ms. Savita Singh ((DIN-01585328) as Non-Executive Director of the Company for a period of five consecutive years.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	251	120	371
Number of votes cast by them	292313092	86109	292399201
% of Total Number of valid votes cast	79.299	99.855	



(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	295	2	297
Number of votes cast by them	76309243	125	76309368
% of Total Number of valid votes cast	20.701	0.145	

(iii) Invalid Votes

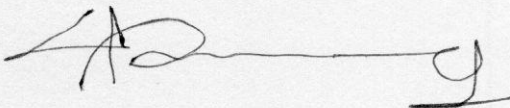
	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	NIL	8	8
Number of votes cast by them	NIL	6525	6525

14. A Compact Disc (CD) containing a list of Equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.

15. The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,



P.S.GUPCHUP

(ACS 4631; CP No. 9900)

Mumbai, August 18, 2017