

Scrutinizer's Report

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22, respectively of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman/Company Secretary

LIC HOUSING FINANCE LTD.

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

1. I, P. S. Gupchup, Practising Company Secretary (CP No. 9900), Mumbai was appointed as the Scrutinizer by the Board of Directors of LIC HOUSING FINANCE LTD. at its meeting held on 16th January, 2016 for scrutinizing the Postal Ballot process, including E-Voting, in a fair and transparent manner for the purpose of passing the Special Resolution for adoption of new set of Articles of Association, under Section 14 of the Companies Act, 2013 as contained in notice of the Postal Ballot dated 16th January, 2016 (the notice).

The Management of the Company is responsible to ensure the compliance with requirements of the Companies Act, 2013 and Rules relating to Postal Ballot and E-Voting. My responsibility as a Scrutinizer for the Postal Ballot process is restricted to conduct Postal Ballot in a fair and transparent manner and to make a report of votes cast "for (assent)" or "against (dissent)" the resolution stated in the notice.

2. I have given my consent to act as Scrutinizer vide my consent letter dated 16th January, 2016.
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 Postal Ballot notice on 28th January, 2016 to total 164487 members whose names appeared in the Register of Members/List of beneficial ownership maintained by the depositories as on 22nd January, 2016 by speed post/registered post and through email as under :
 - a) To 66849 members by posting the same by speed post/ registered post along with Postal Ballot form and self- addressed postage prepaid envelope (including 10044 members whose e-mails bounced). Out of the above 260 number of envelopes were returned undelivered.
 - b) To 107682 members by emailing the same to their registered email address. Out of which 10044 e-mails bounced back.



5. The Company has published an advertisement on 1st February, 2016 in Business Standard (English) and Sakal (Marathi), Mumbai which provided the required information as specified in the rules.
6. The voting period began on Wednesday, 3rd February, 2016 (10.00 a.m.) and ended on Thursday, 3rd March, 2016 (05.00 p.m.) and all Postal Ballot forms & e-votes received up to 05.00 p.m. on 3rd March, 2016 were considered for scrutiny.
7. The votes for e-voting process were unblocked on 3rd March, 2016 after 05.00 p.m. in the presence of two witnesses who are not in the employment of the company and scrutinized by using the scrutinizer's login on CDSL e-voting website.
8. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms to ensure that no person would deface or destroy the ballot papers or declare the identity of the shareholders.
9. The postal ballot forms were duly scrutinized and the share holding were matched/confirmed with the register of members of the Company/list of beneficiaries as on 22nd January, 2016.
10. Particulars of all the postal ballot forms & e-votes received from the members have been entered in the register separately maintained for the purpose.
11. The combined result of Postal Ballot through e-voting and postal ballot forms in respect of resolution is as under:

Resolution 1 : ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

Out of total 436 Postal Ballot forms received, 43 Postal Ballot forms comprising of 9,712 votes were considered invalid on account of i) signature difference or ii) option of either assent (for) or dissent (against) not exercised. No votes cast through e-voting were found to be invalid.

Date of Declaration of results of Postal Ballot (on or before)	08 th March, 2016
Total number of shareholders on cut- off date (record date)	164487
No. of Shareholders voted : Postal Ballot- 436 E-voting - 523	959
Promoter(s) and Promoter Group	1
Public	958



No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group -	Not Applicable
Public -	Not Applicable
No. of shareholders attended the meeting through Video Conferencing : Promoter and Promoter Group -	Not Applicable
Public -	Not Applicable

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	203442495	203442495	100.00	203442495	0.00	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		203442495	100.00	203442495	0.00	100.00	0.00
Public Institutions	E-Voting	217881771	131587527	60.394	125859183	5728344	95.647	4.353
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		300000	0.138	300000	0.00	100	0.00
	Total		131887527	60.532	126159183	5728344	95.657	4.343
Public-Non Institutions	E-Voting	83338734	21223034	25.466	20522769	700265	96.700	3.300
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		212673	0.255	209973	2700	98.730	1.270
	Total		21435707	25.721	20732742	702965	96.721	3.279
Total		504663000	356765729	70.694	350334420	6431309	98.197	1.803



12. Based on the above results, the Special Resolution proposed at Item No.1 of the notice may be deemed to have been passed with requisite majority on 3rd March, 2016.
13. Accordingly the results of Postal Ballot may be declared.
14. I will hand over the Postal Ballot Forms and other relevant papers/registers and records for safe custody of Mr. Nitin Jage, Company Secretary, after declaration of results on or before 8th March, 2016 and signing of minutes by the Chairman.

Place : Mumbai

Date : 5th March, 2016



P.S.GUPCHUP
Practising Company Secretary
ACS 4631 CP No. 9900

