



Scrutinizer's Report

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 (3) (ix) 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.

MNJ CEO
19/8

1. I, N. L. Bhatia, Practicing Company Secretary of Mumbai have been appointed as the Scrutinizer by the Board of LIC Housing Finance Limited at its meeting held on 21st April, 2014 for scrutinizing the Postal Ballot process (which includes e-voting also) for passing the following resolution as Special resolution:

Creation of Charge under Section 180 (1) (a) of Companies Act, 2013

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of the earlier resolution passed at the Twenty Third Annual General Meeting held on 24th July, 2012, the consent of the Members of the Company be and is hereby accorded pursuant the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification, or re-enactment thereof, to the Board of Directors of the Company (hereinafter referred to as 'the Board') which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to mortgage, create charges or hypothecation as may be necessary, on such of the assets of the Company, both present and future, movable as well as immovable including the Company's interest as mortgagee in the various properties belonging to the borrowers of the Company and further to issue covenants for negative pledges / negative liens in respect of the said assets and properties in such manner as the Board may direct, and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including powers of attorney in favour all or any of the persons, firms, bodies corporate, banks, financial institutions etc., as and by way of security for the due repayment of the sums of money together with interest and other monies due thereon, if any, already borrowed or to be borrowed by the Company within the overall limits of the borrowing powers of the Board as determined from time to time by the Members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with the lending agencies / debenture trustees / financial institutions, the documents / agreements / undertakings for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the



aforesaid documents / agreements / undertakings and to do all such acts and things and to execute all such documents, deeds and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) of the Company, to give effect to this resolution."

2. I have given my consent to act as Scrutinizer vide letter dated 18th April, 2014. At the meeting of the Board of LIC Housing Finance Limited, **Mr. S. K. Roy**, Chairman and **Mr. Nitin Jage**, Company Secretary were made responsible for the entire postal ballot process and were jointly and severally authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
3. The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company, by tying up with the Central Depository services Limited (CDSL) e-voting facility.
4. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting Website.
5. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
6. Scrutiny of ballots commenced on 13th August, 2014 in my presence and continued till 18th August, 2014.
7. The postal ballot forms were duly opened in the presence of my representatives and scrutinized and the share holdings were matched / confirmed with the register of members of the Company/ list of beneficiaries as on 11th July, 2014.
8. Particulars of all the postal ballot forms received from the members have been entered in the register.
9. All postal ballot forms received and e-voting cast up to 5.00 pm on 18th August, 2014, the last date and time fixed by the Company for receipt of votes were considered for my scrutiny.
10. Envelopes containing postal ballot forms received thereafter were not considered.
11. I have not found any defaced or mutilated ballot paper.
12. With reference to the above I submit my report as under:

The Company completed on 19th July, 2014 dispatch to the members of the Company, whose names were appearing on the register of members or list of beneficiaries as supplied by the depositories as on 11th July, 2014, the postal ballot along with Notice dated 3rd July, 2014 ("the said Notice") containing the text of the resolution and Explanatory Statement and reply paid self addressed business envelope by Ordinary Post.



The Company issued, subscribed and paid up equity capital is Rs. 1,009,326,000/- as under:

Particulars	Amount
504,663,000 Equity shares of Rs. 2/- each	Rs. 1,009,326,000/-

As per the information available to me on record and explanation given to me the Company has paid proper and true postage with reference to the above.

Out of the total postal ballots numbering **69,286** dispatched, the Company received back **2,598** packets undelivered due to change of address or house being locked and the same have been kept unopened. Separately the Company has also sent **1,02,603** notices to the shareholders whose e-mail address is registered with the Company or the DP. **205** Postal ballots (as indicated in point 4 of the table below) and **99** e-votes, from the shareholders were received which have been scrutinized by me for the purpose of ascertaining the assent or dissent of the shareholders. The result of the scrutiny is as under:

Sr. no.	Particulars	
1	Number of Postal Ballots dispatched	69286
2	Number of Postal Ballots dispatched to the Members by email	102603
3	Number of Postal Ballots returned undelivered	2598
4	Number of Postal Ballots received / responded by the Members in physical form	205
5	Number of Postal Ballots received / responded by the Members through E-Voting	99

Some of the members have put remarks like change of their address and letter for change of address in addition to voting for or against the resolution. Such Postal Ballots have been treated as valid.

12.1 Out of the Postal Ballots received, number of votes cast in favour of the **Special Resolution** in the said Notice, or as the case may be against the same, are as under:

	Number of Members present and voting (in person or by proxy)	Number of Votes cast by them *	% of total number of valid votes cast
(i) Voted in favour of the resolution	272	20,40,11,400	99.9990%
(ii) Voted against the resolution	10	2,069	0.0010%

(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
	23	4306

(Note: * refers to shares exercised)

- 12.2 The votes which have been rejected are on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate.
- 12.3 In view of the above scrutiny, I hereby certify that the Special Resolution has been passed with requisite majority.
13. I have today handed over the Postal Ballot forms and other relevant papers / register and records for safe custody of Mr. Nitin K. Jage – Company Secretary who is authorized by the Board to supervise the Postal Ballot process.

You may accordingly declare the result of voting by Postal Ballot.

Place: Mumbai

Date: 19th August, 2014



Narvithal Bhatia

N. L. Bhatia

**Scrutinizer
FCS-1176**