

GICHFL/SEC/2016

00947

27TH JULY, 2016

To,

The Listing Department,
The Bombay Stock Exchange Limited,
P. J. Towers
Dalal Street,
Fort, Mumbai-400001

Scrip Code : 511676

Dear Sir,

Sub.: Details of voting results of 26th AGM of our Company held on 27th July, 2016.

Pursuant to Regulations 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby submit the consolidated report of scrutinizer on voting results (e-voting and voting through ballot papers) of the Businesses transacted at the 26th AGM of the Members of the Company held on 27th July, 2016 at 3.30 p.m.

A Copy of the same is being uploaded at the website of stock exchanges and Company as well.

We also confirm that the following resolutions as given in the AGM Notice are passed with requisite majority:

- 1) To receive, consider and adopt the audited annual financial results for the year ended 31st March 2016 together with Directors' Report and Auditors' Report thereon.
- 2) To declare Dividend on Equity shares for financial year ended 31st March 2016.
- 3) To appoint a Director in place of Shri G. Srinivasan who retires by rotation and being eligible himself offers himself for re appointment.
- 4) To ratify the appointment of M/s CNK & ASSOCIATES LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this AGM upto the conclusion of 27th AGM.
- 5) To appoint Shri Y. Ramulu as Non - Executive Director of the Company liable to retire by rotation.
- 6) To appoint Smt. Alice G. Vaidyan as Non – Executive Director (Chairperson) of the Company not liable to retire by rotation.
- 7) To appoint Shri K. Sanath Kumar as Non Executive Director of the Company liable to retire by rotation.
- 8) To approve related party transaction upto an aggregate limit of Rs. 1,000 crores only.

Thanking You,

Yours faithfully,


S. Sridharan
Sr. Vice President & Company Secretary

Encl.: a/a

MAKARAND M. JOSHI & CO.

Company Secretaries

“Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

Consolidated Report of Scrutinizer on remote e-voting, Physical Ballot forms and voting at the Annual General Meeting

To,

The Chairman,

Of Annual General Meeting (AGM) of the Shareholders of GIC Housing Finance Limited (hereinafter referred as the “Company”), held on Wednesday, 27th July, 2016 at Yashwantrao Chavan Pratisthan Mumbai, Chavan Centre, Cultural Hall, 4th Floor, General Jagannath Bhosle Marg, Mumbai – 400021.

Dear Sir,

Re: Scrutinizer’s Report on voting through remote e-voting, Physical Ballot forms and voting at the AGM in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 29th April, 2016 to conduct the following
- (i) **Remote e-voting** process and to scrutinize the **Physical Ballot forms** received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Wednesday, 27th July, 2015.
- B. The Company had availed the remote e-voting facility provided by Karvy Computershare Pvt. Ltd. for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Friday, 22nd July, 2016 (9.00 am) to Tuesday, 26th July, 2016 (5.00 pm) and the Karvy Computershare Pvt. Ltd. remote e-voting platform was unblocked thereafter.
- C. The Company had also provided voting by Physical Ballot forms to the members who do not have access to remote e-voting.

- D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting through Physical Ballot forms, I have issued separate Scrutinizer's Report dated 27th July, 2016.
- E. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- F. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted. Votes cast through physical ballot forms received up to Tuesday, 26th July, 2016 were also considered.
- G. The report on voting done at the AGM was generated in my presence along with Mr. Saurabh Agarwal and Mr. Omkar Dindorkar
- H. On the basis of the votes exercised by the shareholders of the Company by way of voting at the AGM of the Company held on 27th July, 2016, I have issued Scrutinizer's Report dated 27th July, 2016.
- I. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting through Physical Ballot forms and the voting at the AGM:-

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited Annual Financial Statements for the year ended on 31st March, 2016 together with the Reports of the Directors and Auditors thereon.

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares $(3) = \frac{(2)}{[(2)/(1)]} * 100$ | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled $(6) = \frac{[(4)/(2)] * 100}{100}$ | % of Votes against on votes polled $(7) = \frac{[(5)/(2)] * 100}{100}$ |
|---------------------------------------|-----------------|--------------------|----------------------|--|--------------------------|------------------------|---|---|
| | | (1) | (2) | | (4) | (5) | (6) | (7) |
| Promoter and Promoter Group | Remote E-Voting | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| Public- Non Institution | Remote E-Voting | 22466012 | 31952 | 0.14 | 31952 | 0 | 100.00 | 0.00 |
| | Ballot | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 50256 | 0.22 | 50256 | 0 | 100.00 | 0.00 |
| Total | | 53851066 | 30556635 | 56.74 | 30556635 | 0 | 100.00 | 0.00 |

Resolution Item No. 2 - Ordinary Resolution:

To declare dividend on Equity Shares for the financial year ended on 31st March, 2016.

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3) = [(2)/(1)]*100 | No. of Votes in favour | No. of Votes - against | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
|---------------------------------------|-----------------|--------------------|----------------------|--|------------------------|------------------------|---|---|
| | | (1) | (2) | | (4) | (5) | | |
| Promoter and Promoter Group | Remote E-Voting | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| Public- Non Institution | Remote E-Voting | 22466012 | 31952 | 0.14 | 31952 | 0 | 100.00 | 0.00 |
| | Ballot | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 50256 | 0.22 | 50256 | 0 | 100.00 | 0.00 |
| Total | | 53851066 | 30556635 | 56.74 | 30556635 | 0 | 100.00 | 0.00 |

Resolution Item No. 3 - Ordinary Resolution

To appoint a Director in place of Shri. G. Srinivasan (DIN 01876234), who retires by rotation and, being eligible, offers himself for reappointment.

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % 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 |
|---------------------------------------|-----------------|--------------------|----------------------|--|---------------------------------|-------------------------------|---|---|
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 7755251 | 89.82 | 7545437 | 209814 | 97.29 | 2.71 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 7755251 | 89.82 | 7545437 | 209814 | 97.29 | 2.71 |
| Public- Non Institution | Remote E-Voting | 22466012 | 31952 | 0.14 | 31952 | 0 | 100.00 | 0.00 |
| | Ballot | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 50256 | 0.22 | 50256 | 0 | 100.00 | 0.00 |
| Total | | 53851066 | 30556635 | 56.74 | 30346821 | 209814 | 99.31 | 0.69 |

Resolution Item No. 4 - Ordinary Resolution

To ratify the appointment of M/s. CNK & ASSOCIATES LLP, Chartered Accountants, Mumbai, (Firm Registration No 101961W) as Statutory Auditors of the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % 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 | Remote E-Voting | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| Public- Non Institution | Remote E-Voting | 22466012 | 31952 | 0.14 | 31852 | 100 | 99.69 | 0.31 |
| | Ballot | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 50256 | 0.22 | 50156 | 100 | 99.80 | 0.20 |
| Total | | 53851066 | 30556635 | 56.74 | 30556535 | 100 | 100.00 | 0.00 |

Resolution Item No. 5 - Ordinary Resolution

To appoint Shri Y. Ramulu (DIN 07234450) as Non-Executive Director of the Company, liable to retire by rotation.

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % 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 |
|---------------------------------------|-----------------|--------------------|----------------------|--|---------------------------------|-------------------------------|---|---|
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 7755251 | 89.82 | 7751405 | 3846 | 99.95 | 0.05 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 7755251 | 89.82 | 7751405 | 3846 | 99.95 | 0.05 |
| Public- Non Institution | Remote E-Voting | 22466012 | 31852 | 0.14 | 31852 | 0 | 100.00 | 0.00 |
| | Ballot | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 50156 | 0.22 | 50156 | 0 | 100.00 | 0.00 |
| Total | | 53851066 | 30556535 | 56.74 | 30552689 | 3846 | 99.99 | 0.01 |

Resolution Item No. 6 - Ordinary Resolution

To appoint Smt. Alice G. Vaidyan (DIN 07394437) as Non-Executive Director (Chairperson) of the Company not liable to retire by rotation pursuant to the provision of Article 142 of the Articles of Association of the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$ | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$ |
|---------------------------------------|-----------------|--------------------|----------------------|---|---------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | Remote E-Voting | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 775251 | 89.82 | 7751405 | 3846 | 99.95 | 0.05 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 775251 | 89.82 | 7751405 | 3846 | 99.95 | 0.05 |
| Public- Non Institution | Remote E-Voting | 22466012 | 31852 | 0.14 | 31852 | 0 | 100.00 | 0.00 |
| | Ballot | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 50156 | 0.22 | 50156 | 0 | 100.00 | 0.00 |
| Total | | 53851066 | 30556535 | 56.74 | 30552689 | 3846 | 99.99 | 0.01 |

Resolution Item No. 7 - Ordinary Resolution

To appoint Shri K. Sanath Kumar (DIN 03444096) as Non-Executive Director of the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$ | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$ |
|---------------------------------------|-----------------|--------------------|----------------------|---|---------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | Remote E-Voting | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 22751128 | 100.00 | 22751128 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 7755251 | 89.82 | 7755251 | 0 | 100.00 | 0.00 |
| Public- Non Institution | Remote E-Voting | 22466012 | 31852 | 0.14 | 31852 | 0 | 100.00 | 0.00 |
| | Ballot | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 50156 | 0.22 | 50156 | 0 | 100.00 | 0.00 |
| Total | | 53851066 | 30556535 | 56.74 | 30556535 | 0 | 100.00 | 0.00 |

Resolution Item No. 8 - Ordinary Resolution

To approve Related Party Transactions upto an aggregate limit of Rs. 1,000 Crores (Rupees One Thousand Crores Only).

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$ | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$ |
|---------------------------------------|-----------------|--------------------|----------------------|---|------------------------|----------------------|--|--|
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter Group | Remote E-Voting | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Ballot | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 22751128 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| Public – Institutional holders | Remote E-Voting | 8633926 | 7755251 | 89.82 | 7549283 | 205968 | 97.34 | 2.66 |
| | Ballot | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Poll | 8633926 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 |
| | Total | 8633926 | 7755251 | 89.82 | 7549283 | 205968 | 97.34 | 2.66 |

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-------------------------|-----------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Public- Non Institution | Remote E-Voting | 22466012 | 31552 | 0.14 | 31452 | 100 | 99.68 | 0.32 |
| | Ballot | 22466012 | 8921 | 0.04 | 8921 | 0 | 100.00 | 0.00 |
| | Poll | 22466012 | 9383 | 0.04 | 9383 | 0 | 100.00 | 0.00 |
| | Total | 22466012 | 49856 | 0.22 | 49756 | 100 | 99.80 | 0.20 |
| Total | | 53851066 | 7805107 | 14.49 | 7599039 | 206068 | 97.36 | 2.64 |

*No. of votes polled does not include 'no. of votes invalid'

Thanking you,
Yours faithfully,

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

MAKARAN
D
MADHUSU
DAN JOSHI

**Makarand Joshi
Partner**

CP No. 3662

Place: Mumbai

Date: 27th July, 2016

For GIC Housing Finance Limited



Authorised Signatory