N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel : +91 22 2506 3310
Telefax : +91 22 2506 0321
Email : brupadhyay@hotmail.com
navnitlb@hotmail.com
Website : www.nlba.in

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. Deepak S. Parekh
Chairman
Housing Development Finance Corporation Limited
Regd. Office: Ramon House, H. T. Parekh Marg, 169,
Backbay Reclamation, Churchgate, Mumbai 400 020.

1. I, N. L. Bhatia, Practicing Company Secretary of Mumbai have been appointed as the Scrutinizer by the Board of **Housing Development Finance Corporation Limited** at its meeting held on May 6, 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:

   To authorise the Board of Directors of the Corporation to mortgage, create charges or hypothecation as may be necessary, on such of the assets of the Corporation, both present and future, movable as well as immovable, including the undertaking of the Corporation (including the Corporation's interest as mortgagee in the various properties belonging to the borrowers of the Corporation), 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 of 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 Corporation there from within the overall limits of the borrowing powers of the Board as determined from time to time by the Members pursuant to Section 180(1)(a) of the Companies Act, 2013.

2. I have given my consent to act as Scrutinizer vide letter dated 5th May, 2014. At the meeting of the Board of HDFC Limited, **Mr. Deepak Parekh,** Chairman and **Mr. Girish V. Koliyote,** 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 Corporation has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Corporation, by tying up with the National Securities Depository Limited's (NSDL) e-voting facility.

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4. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the NSDL 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 7th July, 2014 in my presence and continued till 17th July, 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 Corporation/ list of beneficiaries as on 23rd May, 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 17th July, 2014, the last date and time fixed by the Corporation 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 Corporation completed on 26th June, 2014 dispatch to the members of the Corporation, whose names were appearing on the register of members or list of beneficiaries as supplied by the depositories as on 23rd May, 2014, the postal ballot along with Notice dated 6th May, 2014 ("the said Notice") containing the text of the resolution and Explanatory Statement and reply paid self addressed business envelope by Ordinary Post.

The Corporation's issued, subscribed and paid up equity capital is Rs. 3,123,270,590 as under:

Particulars	Amount
1,56,16,35,295 Equity shares of Rs. 2/- each	Rs. 3,123,270,590

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

Out of the total postal ballots numbering **100355** dispatched, the Corporation received back **50** packets undelivered due to change of address or house being locked and the same have been kept unopened. Separately the Corporation has also sent **75911** notices to the shareholders whose e-mail address is registered with the Corporation or the DP.

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1644 Postal ballots (as indicated in point 5 of the table below) and **2288** 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	**100355**
2	Number of Postal Ballots dispatched to the Members by email	**75911**
3	Number of Postal Ballots returned undelivered	**50**
4	Number of Postal Ballots received / responded by the Members in physical form	**1644**
5	Number of Postal Ballots received / responded by the Members through E-Voting	**2288**

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	3662	95,90,89,987	98.46%
(ii) Voted against the resolution	171	1,27,75,277	1.31%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	% of vote
	48	22,42,522	0.23%

(Note: * refers to shares exercised)

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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. Girish V. Koliyote – 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.

N. L. BHATIA & ASSOCIATES CS

Navnitlal Bhatia

Place: Mumbai
Date: 21st July, 2014

N. L. Bhatia
Scrutinizer
FCS