

GICHFL/SEC/2017/

0635

25th July, 2017

The Listing Department,
The National Stock Exchange Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051

Scrip Code: GICHSGFIN

Dear Sir,

Sub.: Submission of Voting results under regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and Section 108 of the Companies Act, 2013.

Pursuant to Regulation 44 of LODR, 2015 and Section 108 of the Companies Act, 2013, we hereby forward you the voting result for our 27th AGM held on 24th July, 2017 at 3.30 P.M. The detailed voting result is being hosted at the website of our Company.

This is for your information and record purpose.

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, City 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 (AGM)

To,
The Chairman,

of 27th Annual General Meeting of the shareholders of **GIC Housing Finance Limited** (hereinafter referred as the "Company"), held on Monday, 24th July 2017 at 3:30 pm at Yashwantrao Chavan Pratishthan Mumbai, Chavan Centre, Cultural Hall, 4th Floor, General Jagannath Bhosale 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) Regulations, 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 26th April, 2017 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 Monday, 24th July, 2017.
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Services Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Wednesday, 19th July, 2017 (9.00 am) and ended on Sunday, 23rd July, 2017 (5.00 pm) and the National Securities Depository Services Limited (NSDL) 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 25th July, 2017.
- 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 Friday, 21st July, 2017 were considered
- G. The report on Electronic voting done at the AGM was generated in my presence along with Mr. Omkar Dindorkar, Mr. Shivang Goyal and Ms. Nikita Shrimal.
- 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 Monday, 24th July, 2017, I have issued Scrutinizer's Report dated 25th July, 2017.



Resolution Item No. 1 - Ordinary Resolution:

Adoption of Audited Annual Financial Statements for the year ended 31st March, 2017 together with the Reports of the Directors and Auditor thereon.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		22701128	100.00	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108849	0.48	108849	0	100.00	0.00
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	100.00	0.00
	Total		129769	0.55	129769	0	100	0
	Total	53851066	29944210	55.61	29944210	0	100.00	0.00

=Number of votes polled does not include invalid votes



Resolution Item No. 2 - Ordinary Resolution:

Declaration of dividend for the year ended 31st March, 2017.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		22701128	100	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108849	0.48	108849	0	100.00	0.00
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	0.00	0.00
	Total		129769	0.55	129769	0	100	0
	Total	53851066	29944210	55.61	29944210	0	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 3 - Ordinary Resolution:

Reappointment of Director, Shri Y. Ramulu (DIN 07234450):

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		22701128	100.00	22701128	0	100.00	0.00
	Poll	22701128	0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting		7113313	82.06	7107450	5863	99.92	0.08
	Poll	8668132	0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Total		7113313	82.06	7107450	5863	99.92	0.08
	E-Voting		108749	0.48	108679	70	99.94	0.06
	Poll	22481806	13537	0.06	13537	0	100.00	0.00
	Ballot		7383	0.00	7383	0	0.00	0.00
	Total		129669	0.55	129599	70	99.95	0.05
	Total	53851066	29944110	55.61	29938177	5933	99.98	0.02

#Number of votes polled does not include invalid votes



Resolution Item No. 4 - Ordinary Resolution:

Ratification of appointment of Statutory Auditors.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
Total			22701128	100	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
Total			7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108849	0.48	108799	50	99.95	0.05
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	0.00	0.00
Total			129769	0.55	129719	50	99.96	0.04
Total		53851066	29944210	55.61	29944160	50	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 5 - Special Resolution:

Reappointment of Shri. B. Chakrabarti (DIN No. 00017513), Independent Director.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		22701128	100	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108749	0.48	108099	650	99.40	0.60
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7333	50	99.32	0.00
	Total		129669	0.55	128969	700	99.46	0.54
	Total	53851066	29944110	55.61	29943410	700	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 6 – Special Resolution:

Reappointment of Shri. M. K. Garg (DIN No. 00081454), Independent Director.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll	22701128	0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll	8668132	0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot		0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
	E-Voting		108264	0.48	107997	267	99.75	0.25
	Poll	22481806	13537	0.06	13537	0	100.00	0.00
	Ballot		7383	0.00	7333	50	99.32	0.68
	Total		129184	0.55	128867	317	99.75	0.25
	Total	53851066	29943625	55.6045	29943308	317	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 7 - Special Resolution:

Reappointment of Shri. A. V. Muralidharan (DIN No. 00015725), Independent Director

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	0.00	0	0.00	0.00
	Ballot	22701128	0	0.00	0.00	0	0.00	0.00
	Total		22701128	100	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108664	0.48	107897	767	99.29	0.71
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7333	50	99.32	0.68
	Total		129584	0.55	128767	817	99.37	0.63
	Total	53851066	29944025	55.61	29943208	817	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 8 - Ordinary Resolution:

Appointment of Shri S. Gopakumar, Managing Director & CEO (DIN 07542356).

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	22701128	22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Total			22701128	100	22701128	0	100	0
Public- Institutions	E-Voting	8668132	7113313	82.06	6718237	395076	94.45	5.55
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Total			7113313	82.06	6718237	395076	94.45	5.55
Public- Non Institutions	E-Voting	22481806	108644	0.48	108174	470	99.57	0.43
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot		7383	0.00	7333	50	99.32	0.68
Total			129564	0.55	129044	520	99.60	0.40
Total		53851066	29944005	55.61	29548409	395596	98.68	1.32

#Number of votes polled does not include invalid votes

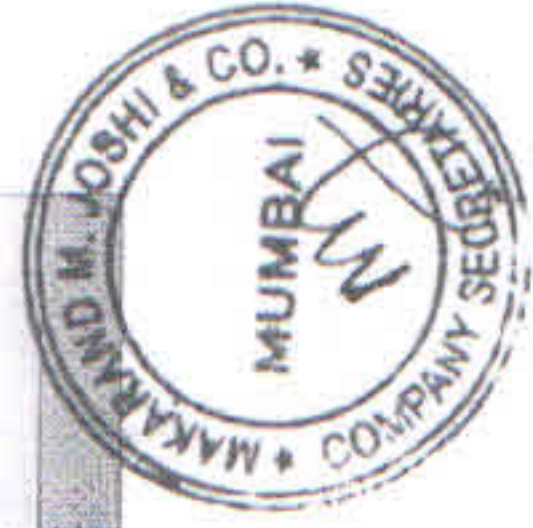


Resolution Item No. 9- Special Resolution

Increase in the Borrowing Powers of the Company.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		22701128	100	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108569	0.48	108199	370	99.66	0.34
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7233	0.00	7183	50	99.31	0.69
	Total		129339	0.55	128919	420	99.68	0.32
	Total	53851066	29943780	55.60	29943360	420	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 10- Special Resolution

Creation of Charge on Movable and Immovable Properties.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		22701128	100	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108644	0.48	108227	417	99.62	0.38
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7233	0.00	7233	0	100.00	0.00
	Total		129414	0.55	128997	417	99.68	0.32
	Total	53851066	29943855	55.60	29943438	417	100.00	0.00

#Number of votes polled does not include invalid votes

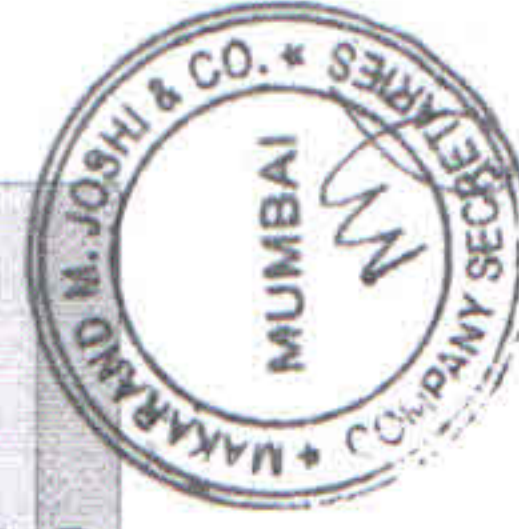


Resolution Item No. 11- Special Resolution

Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds.

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		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
	E-Voting		108644	0.48	107477	1167	98.93	1.07
Public- Non Institutions	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	100.00	0.00
	Total		129564	0.55	128397	1167	99.10	0.90
Total	Total		29944005	55.61	29942838	1167	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 12- Ordinary Resolution

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 (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		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting		7097667	81.88	7097667	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7097667	81.88	7097667	0	100	0
Public- Non Institutions	E-Voting		108729	0.48	107592	1137	98.95	1.05
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7233	0.00	7033	200	97.23	2.77
	Total		129499	0.55	128162	1337	98.97	1.03
	Total	53851066	7227166	13.42	7225829	1337	99.98	0.02

#Number of votes polled does not include invalid votes



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

J. All the Resolutions as set out in the AGM Notice have been passed with requisite majority.

Thanking you,
Yours faithfully,

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




Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 25.07.2017