

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 Friday, 17th July, 2015 at Yashwantrao Chavan Pratishthan Mumbai, Chavan Centre, Cultural Hall, 4th Floor, General Jagannath Bhosle Marg, Mumbai – 400021.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic mode, 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 Listing Agreement

- 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 6th May, 2015 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 Friday, 17th July, 2015.
- 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 from Tuesday, 14th July, 2015 (9.00 am) to Thursday, 16th July, 2015 (5.00 pm) and the NSDL remote e-voting platform was unblocked thereafter.
- C. The Company has 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 17th July, 2015.
- 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 Thursday, 16th July, 2015 were also considered.
- G. The report on voting done at the AGM was generated in my presence along with Ms. Pooja Shetty, Mr. Omkar Dindorkar and Mr. Vijay Yadav.
- 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 17th July, 2015, I have issued Scrutinizer's Report dated 17th July, 2015.
- 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

Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31st March, 2015 together with the reports of the Director and Auditors' thereon.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public - Institutional holders	7623808	5822492	76.37	5822492	0	100	0
Public- Others	23476130	97470	0.42	87165	10305	89.43	10.57
Total	53851066	28671090	53.24	28660785	10305	99.96	0.04

* The number of votes cast doesn't include invalid votes



Resolution Item No. 2 -Ordinary Resolution

Declaration of final dividend on equity shares

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6)= [(4)/(2)]*100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public - Institutional holders	7623808	5822492	76.37	5822492	0	100	0
Public- Others	23476130	97470	0.42	87165	10305	89.43	10.57
Total	53851066	28671090	53.24	28660785	10305	99.96	0.04

* The number of votes cast doesn't include invalid votes



Resolution Item No. 3 - Ordinary Resolution

Re-appointment of Dr. A.K.Saxena (DIN: 05308801) as the Director of the Company

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6)= [(4)/(2)]*100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public - Institutional holders	7623808	5822492	76.37	5797020	25472	99.56	0.44
Public- Others	23476130	97378	0.41	86793	10585	89.13	10.87
Total	53851066	28670998	53.24	28634941	36057	99.87	0.13

* The number of votes cast doesn't include invalid votes



Resolution Item No. 4 - Ordinary Resolution

Re-appointment of Shri Milind A. Kharat (DIN: 02502200) as the Director of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public Institutional holders	7623808	5822492	76.37	5797020	25472	99.56	0.44
Public- Others	23476130	96428	0.41	85843	10585	89.02	10.98
Total	53851066	28670048	53.24	28633991	36057	99.87	0.13

* The number of votes cast doesn't include invalid votes

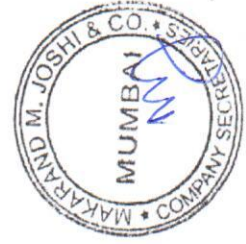


Resolution Item No. 5 - Ordinary Resolution

Appointment of M/s CNK & Associates LLP, Chartered Accountants, Mumbai (FRN No. 101961W) as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 26th AGM and fixing their remuneration.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public Institutional holders	7623808	5822492	76.37	5822492	0	100	0
Public- Others	23476130	97308	0.41	86949	10359	89.35	10.65
Total	53851066	28670928	53.24	28660569	10359	99.96	0.04

* The number of votes cast doesn't include invalid votes



Resolution Item No. 6 - Ordinary Resolution

Appointment of Shri B. Chakrabarti (DIN: 00017513) as Independent Director of the Company upto the conclusion of 27th Annual General Meeting of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public - Institutional holders	7623808	5822492	76.37	5822492	0	100	0
Public- Others	23476130	97228	0.41	86862	10366	89.34	10.66
Total	53851066	28670848	53.24	28660482	10366	99.96	0.04

* The number of votes cast doesn't include invalid votes



Resolution Item No. 7 - Ordinary Resolution

Appointment of Shri A.V. Muralidharan (DIN: 00015725) as Independent Director of the Company upto the conclusion of 27th Annual General Meeting of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public - Institutional holders	7623808	5822492	76.37	5822492	0	100	0
Public-Others	23476130	97378	0.41	86963	10415	89.30	10.70
Total	53851066	28670998	53.24	28660583	10415	99.96	0.04

* The number of votes cast doesn't include invalid votes



Resolution Item No. 8 - Ordinary Resolution

Appointment of Shri M.K. Garg (DIN: 00081454) as Independent Director of the Company upto the conclusion of 27th Annual General Meeting of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast (6)= [(4)/(2)]* 100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	22751128	22751128	100	22751128	0	100	0
Public Institutional holders	7623808	5822492	76.37	5822492	0	100	0
Public-Others	23476130	97378	0.41	87018	10360	89.36	10.64
Total	53851066	28670998	53.24	28660638	10360	99.96	0.04

* The number of votes cast doesn't include invalid votes

Thanking you,
Yours faithfully,
For Makarand M. Joshi & Co.,
Practicing Company Secretaries



Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 17th July, 2015

