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Company Secretary in Whole-time Practice

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To,

Mr D J Bagchi,
CEO & Company Secretary,
SAHARA HOUSINGFINA CORPORATION LIMITED,
Sahara India Sadan,
2A, Shakespeare Sarani,
Kolkata-700071.

Dear Sir,

Scrutinizer's Report on voting by Postal Ballot

1. The Board of Directors of SAHARA HOUSINGFINA CORPORATION LIMITED ("the Company"), by resolution passed at its meeting held on 11th January, 2017, appointed me as Scrutinizer for conducting the Postal Ballot voting process seeking members' consent for transacting the following business by passing the **special resolutions** as set out in the Notice dated 11th January, 2017 issued by the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014:-
 - a. Authorising the Board of Directors or a Committee thereof to borrow upto Rs.2500 crores for business purpose;
 - b. Authorising the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the undertaking, the movable and immovable property of the Company; and
 - c. Authorising the Board of Directors or a Committee thereof to issue Non Convertible Debentures (NCDs) on Private Placement Basis and also approving the issue of such NCDs for an amount not exceeding Rs.30 crores.
2. The Postal Ballot voting process has been completed and now I submit my report as under:-
 - 2.1 The Company has completed on 16th January, 2017 the despatch of postal ballot notice, postal ballot forms and postage prepaid self addressed business reply envelopes to its Members, whose names appeared on the Register of Members / list of beneficiaries as on 6th January, 2017. The Members were given an option to exercise their votes either electronically or by way of physical Postal Ballot Form.
 - 2.2 The Company has availed the e-voting facility offered by Central Depository Services Limited ("CDSL") for conducting e-voting by the shareholders.



- 2.3 The period of voting through Postal Ballot Forms & by electronic mode commenced on 17th January, 2017 (09.00 a.m.) and ended on 15th February, 2017 (05.00 p.m.).
- 2.4 The postal ballot forms received during this period were kept under my safe custody in a sealed and tamper proof ballot box.
- 2.5 The ballot box was opened after 05.00 p.m. on 15th January, 2017 in my presence and the votes cast through postal ballot forms received till 05.00 p.m. on that day, being the last date and time fixed by the Company for the purpose, were considered for my scrutiny.
- 2.6 The e-voting module was disabled by CDSL on 15th February, 2017 (05.00 p.m.). Thereafter, the data for e-voting was unblocked and downloaded by me in the presence of two witnesses who were not in the employment of the Company.
- 2.7 I have scrutinized the Postal Ballot Forms and the e-voting data for verification of votes cast in favour and against the resolutions and have made necessary entries in the registers maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014.
- 2.8 At the time of submitting this report, no further postal ballot forms were received after the last date and time fixed for receiving such forms.
- 2.9 Envelopes containing postal ballot forms returned undelivered aggregate to 187 (one hundred eightyseven) nos. These envelopes were not opened and they are kept separately.
- 2.10 I did not find any defaced or mutilated ballot paper.
3. I now submit below my report on the results of voting through Postal Ballot Forms and electronic means in respect of the said Resolutions:-

Resolution No.1:

Special Resolution authorising the Board of Directors or a Committee thereof to borrow upto Rs.2500 crores for business purpose.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	7	4995126	
Physical	35	495	
Total	42	4995621	99.9979%



(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	3	51	
Physical	1	55	
Total	4	106	0.0021%

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	N.A.
Physical	0	N.A.
Total	0	N.A.

Resolution No.2:

Special Resolution authorising the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the undertaking, the movable and immovable property of the Company.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	7	4995126	
Physical	35	495	
Total	42	4995621	99.9979%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	3	51	
Physical	1	55	
Total	4	106	0.0021%

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	N.A.
Physical	0	N.A.
Total	0	N.A.



Resolution No.3:

Special Resolution authorising the Board of Directors or a Committee thereof to issue Non Convertible Debentures (NCDs) on Private Placement Basis and also approving the issue of such NCDs for an amount not exceeding Rs.30 crores.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	7	4995126	
Physical	35	495	
Total	42	4995621	99.9979%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	3	51	
Physical	1	55	
Total	4	106	0.0021%

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	N.A.
Physical	0	N.A.
Total	0	N.A.

All the three special resolutions stand passed with requisite majority and you may declare the results of voting accordingly.

The Register, all other papers and relevant records relating to electronic voting as well as through postal ballot shall remain in my safe custody until the Chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Place : Kolkata

Dated: 20th February, 2017.



P. V. Subramanian

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

ACS: 4585/C.P.No.: 2077