

**RESULTS OF VOTING BY POSTAL BALLOT VIDE NOTICE DATED 15/1/2020**
**Resolution No. 1: Special Resolution**

To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013.

Description	Number of Members	Number of Votes	
Postal Ballot forms received (physical)	6	151,97,106	
Electronic Voting confirmations (e-votes)	33	46,221	
<b>Total</b>	<b>39</b>	<b>152,43,327</b>	
Less: Invalid Postal Ballot forms (Physical & e-votes)	2	11	
Valid Postal Ballot Forms (Physical & e-votes)	37	152,43,316	
	Number of Members	Number of Votes	Votes (%)
Votes casts in favour of the Resolution (Physical & e-votes)	36	152,43,315	100
Votes casts against the Resolution (Physical & e-votes)	1	1	0 (negligible)
<b>Total</b>	<b>37</b>	<b>152,43,316</b>	<b>100</b>

**Resolution No. 2: Special Resolution**

To increase the limits of borrowing by the Board of Directors of the Company under section 180 (1) (c) of the Companies Act, 2013.

Description	Number of Members	Number of Votes	
Postal Ballot Forms received (physical)	6	151,97,106	
Electronic Voting confirmations (e-votes)	33	46,221	
<b>Total</b>	<b>39</b>	<b>152,43,327</b>	
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For HDFC Securities Limited

*N. E. Venkitakrishnan*  
N. E. Venkitakrishnan  
Company Secretary



# Scrutinizer's Report attached

Place: Mumbai  
Date: 5<sup>th</sup> MARCH, 2020

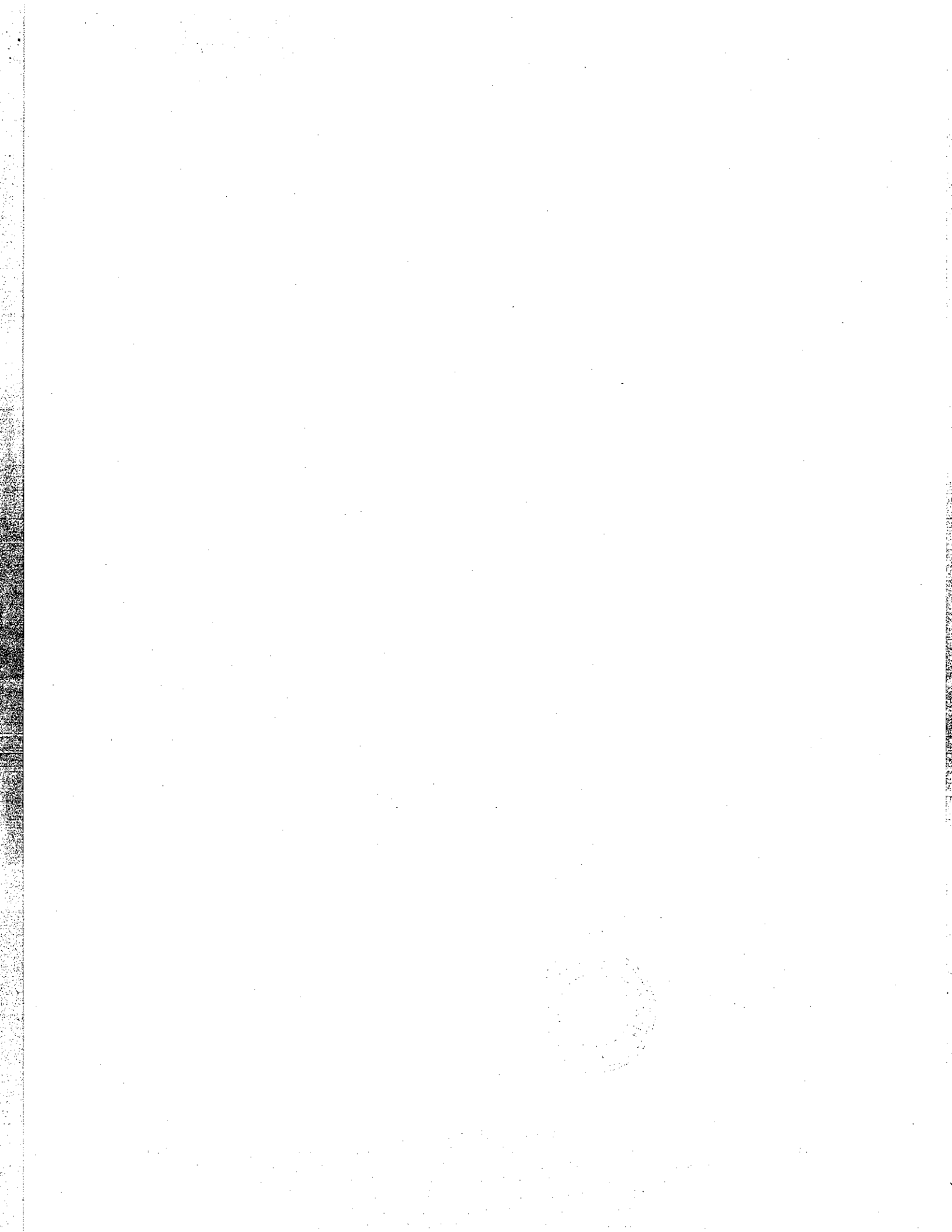
**HDFC Securities Limited**

Registered Address: I Think Techno Campus, Building - B, "Alpha", Office Floor 8, Near Kanjurmarg Station, Opp. Crompton Greaves, Kanjurmarg (East), Mumbai 400 042. Tel: +91-22-30753400 Fax: +91-22-30753435 [www.hdfcsec.com](http://www.hdfcsec.com)

Corporate Identity Number (CIN)-U67120MH2000PLC152193  
SEBI Registration No.: INZ000186937 (NSE, BSE, MSEI, MCX)

For any complaints / grievance: [services@hdfcsec.com](mailto:services@hdfcsec.com)

Compliance Officer: Binkle R. Oza Contact: +91 22 3045 3600. Email: [complianceofficer@hdfcsec.com](mailto:complianceofficer@hdfcsec.com)



# **BHANDARI & ASSOCIATES**

Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,  
J. B. Nagar, Andheri East, Mumbai - 400 059  
Tel: +91 22 4221 5300 Fax: +91 22 4221 5303  
Email: mumbai@anilashok.com

## **SCRUTINIZER'S REPORT**

[Pursuant to section 110 of the Companies Act, 2013 and  
Rule 22 of the Companies (Management and Administration) Rules, 2014]

March 05, 2020

The Chairman  
HDFC SECURITIES LIMITED  
CIN: U67120MH2000PLC152193  
Office Floor 8,  
I Think Techno Campus,  
Building B- Alpha,  
Kanjurmarg (East),  
Mumbai - 400 042

Dear Sir,

The Board of Directors of the Company at their meeting dated January 15, 2020, had appointed me as a Scrutinizer for conducting Postal Ballot voting process in a fair and transparent manner.

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, and Rules relating to voting through electronic means and physical Postal Ballot Forms on the resolution(s) contained in the Postal Ballot notice dated 15<sup>th</sup> January, 2020.

My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report on the votes cast "in favour" or "against" the resolution(s) based on the Postal Ballot forms submitted by the members of the Company and on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL") the authorized Service provider, for extending the facility of electronic voting to the members of the Company.



**B&A**

Further to the above, I submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated January 15, 2020 for passing of Special resolution(s) mentioned in the said notice to its members. The Company has completed on Monday, February 3, 2020, the dispatch of Postal Ballot Forms along with self-addressed postage-prepaid business reply envelopes to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on Friday, January 24, 2020.
2. The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposals through physical Postal Ballot Forms, which were required to be sent to us on or before 5.30 p.m. on Wednesday, March 04, 2020, or through e-voting facility which was kept open from 9:30 a.m. on Tuesday, February 04, 2020 to 5:30 p.m. on Wednesday, March 04, 2020, (both days inclusive).
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company has provided electronic voting facility ("e-voting") to the members of the Company and has engaged Central Depository Services (India) Limited ("CDSL") for providing e-voting platform. Email communication in respect of e-voting for Postal Ballot of the Company has been sent to email addresses which are registered with the Depositories.
4. Particulars of Postal Ballot Forms received from the members including electronic voters have been entered in a register separately maintained for the purpose.
5. The Postal Ballot Forms were duly opened in my presence & scrutinized and the shareholding was confirmed with the Register of Members of the Company/list of beneficiaries as on the cut-off date i.e. Friday, January 24, 2020 as made available by Datamatics Business Solutions Limited, the Registrar & Share Transfer Agent of the Company. The report of members' voting through e-voting option was generated by me in the presence of Ms. Urmi Mehta and Mr. Akshay Madhvani after close of working hours i.e., Wednesday, March 04, 2020, 5.30 p.m.
6. Postal Ballot Forms received upto 5.30 p.m. on March 04, 2020 and electronic votes recorded from 9:30 a.m. on Tuesday, February 04, 2020 till 5.30 p.m. on Wednesday, March 04, 2020, being the last date and time fixed by the Company for receipt of the Forms, have been considered in my scrutiny.
7. A summary of the Postal Ballot Forms and electronic voting confirmations (e-votes) received for the following resolutions is as under:



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8. The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

You may accordingly declare the result of the "voting by Postal Ballot".

Yours truly,

For Bhandari & Associates  
Company Secretaries

*Manisha*

Manisha Maheshwari

Partner

ACS No. 30224

C. P. No. 11031

ICSI UDIN: A030224A000594590



Mumbai

Witness 1:

*Urmi Mehta*

URMI MEHTA

Witness 2:

*Akshay Madhvani*

Akshay Madhvani

COUNTER SIGNED BY:  
For HDFC Securities Limited

*Nishu*

Company Secretary  
(Under Authority by Chairman)