



VRCA & Associates

Chartered Accountants

CA. Vinod J. Kansara
CA. Chitra Batchu
CA. Jigar Shah

CA. Brijesh Vithalani
CA. Chetan Vadgama
CA. Rahul Shah

BRANCH : 4th FLOOR, CAPRI HOUSE, BEHIND EXPRESS HOTEL,
ALKAPURI, VADODARA-390 007

A/23, 2ND FLOOR, AJANTA COMM. CENTER
INCOME TAX CROSS ROAD, ASHRAM ROAD
AHMEDABAD-380 014
MOBILE : 97129 16748, 94276 16748
E-MAIL : bhvithalani@gmail.com

Form MGT- 13 Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman of the Court Convened Meeting of Equity Shareholders,
HDB Financial Services Limited

**Sub: Passing of Resolutions at the Court Convened Meeting ('CCM') of the
Shareholders of HDB Financial Services Limited held on February 02, 2016**

Dear Sir,

I, Brijesh H. Vithalani (ICAI Membership No. 126107), appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution, at the Court Convened Meeting of the Shareholders of the Company held on Tuesday, February 02, 2016 at 12:00 Noon at HDFC Bank House, Plot No. 287, T.P. Scheme No. 3, Navrangpura, Ahmedabad - 380009, Gujarat, submit my report as under:

- At the CCM of the Shareholders of the Company held on February 02, 2016, Mr. G. Subramanian, Chairman called for poll to facilitate the shareholders present in the meeting to record their votes through the poll process. The Chairman of the CCM had appointed me as the Scrutinizer for the same.
- After the time fixed for closing of the poll by Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
- Thereafter, the locked ballot box was opened by me and the poll papers were diligently scrutinized.
- The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- I did not find any poll papers invalid.

The result of Poll is as under:

As an Ordinary Resolution passed with requisite majority:



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Approval of Scheme of Amalgamation of HBL Global Private Limited and Atlas Documentary Facilitators Company Private Limited with HDB Financial Services Limited and their respective Shareholders and Creditors

	Number of Members Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	9	680842856	100%
Voted against the resolution	NIL	NIL	NIL

Note :

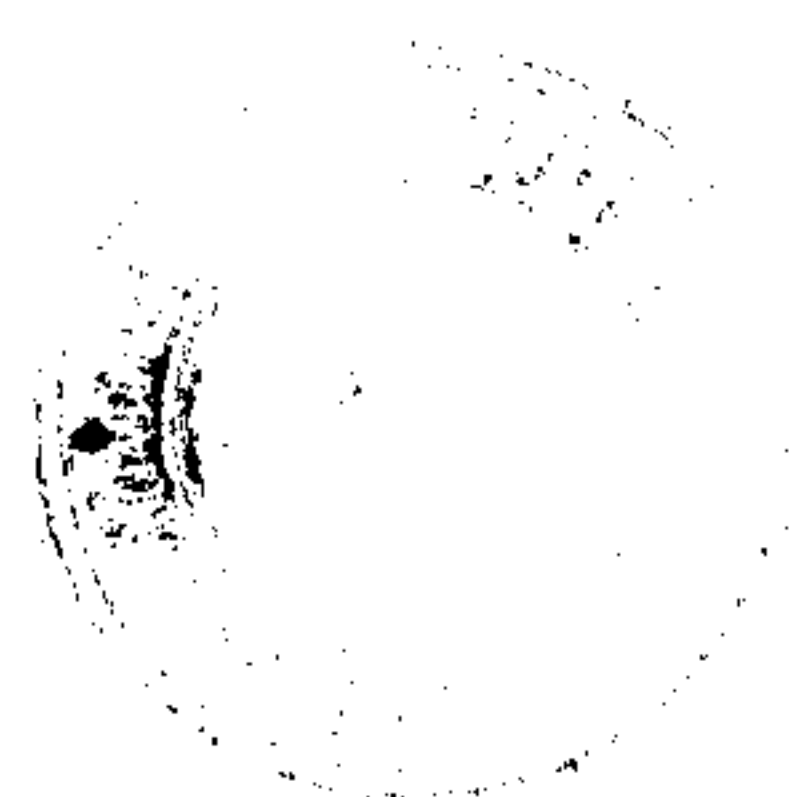
S.N o.	NAME	Self/ Proxy	Name of the Proxy / AR	REG. FOLIO	CLIENT ID	No of Shares
1	MR. HAREN PAREKH	Self	N.A.	IN300476	40069612	195586
2	MR. RUPEN DALAL	Self	N.A.	IN301549	30817863	10500
3	MR. ASHISH MEHTA	Self	N.A.	IN301549	34054230	18625
4	MR. HAREN PAREKH	Self	N.A.	IN301549	37793316	1165
5	MS.PRACHI SIROHI	Self	N.A.	IN301549	31932535	7080
6	HDFC BANK LIMITED	Proxy	Mr. G. Subramanian	IN300126	10001816	680000000
7	MR.VIJAY MODI	Self	N.A.	IN301549	30713576	15400
8	MR.RAMESH G.	Self	N.A.	IN301549	15588834	381500
9	MR.G.SUBRAMANIAN	Self	N.A.	IN300126	10029703	213000
						680842856

Invalid Votes

Total number of Member (in person or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL



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Subramanian



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All the aforesaid resolution was passed by poll on the date of the Court Convened Meeting of the Shareholders of the Company i.e. February 02, 2016 with requisite majority. The poll papers and all other relevant records were sealed and handed over to Mr. Harsh Bajpai, Company Secretary for safe keeping.

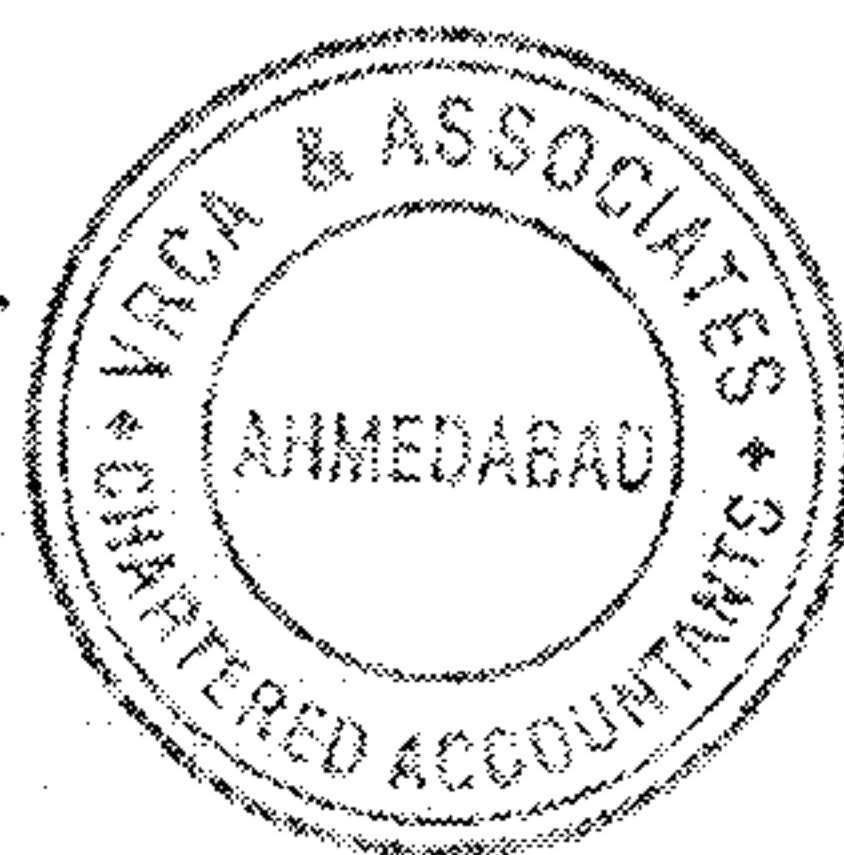
Thanking you,
Yours faithfully,

For, VRCA & Associates
Chartered Accountants

Brijesh H. Vithalani
Partner.

M.No.126107

FRN : 104727W



Place: Ahmedabad
Dated: February 04, 2016



Countersigned by Mr. G. Subramanian
Chairman of the Court Convened Meeting of the Shareholders