

**GICHF/SEC/2020**

**19<sup>th</sup> December, 2020**

To,  
**National Stock Exchange of India Ltd,**  
Exchange Plaza , 5th Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra East, **Mumbai 400051.**

**Scrip Code : GICHSGFIN**

Dear Sir,

**Sub.: Submission of Proceedings of 30<sup>th</sup> AGM under regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.**

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we hereby forward you the Proceeding of 30<sup>th</sup> AGM held on 18<sup>th</sup> December, 2020 at 11.30 A.M.

This is for your information and record purpose.

Thanking You,

Yours faithfully,

**Nutan Singh**  
**Group Executive & Company Secretary**

**Encl.: a/a**

## PROCEEDING OF 30<sup>TH</sup> AGM OF THE COMPANY

30<sup>th</sup> Annual General Meeting of the Members of the Company was held on Friday, 18<sup>th</sup> December, 2020 at 11.30 A.M. through Video Conferencing. The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI due to outbreak of COVID 19 Pandemic and in compliance with the provisions of applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

### DIRECTORS IN ATTENDANCE THROUGH VC

1. Shri Devesh Srivastava, Chairman, Non-Executive Director.
2. Shri G Radhakrishnan, Non-Executive Director
3. Shri Atul Sahai, Non-Executive Director
4. Smt. S N Rajeshwari, Non-Executive Director
5. Smt. Suchita Gupta, Non-Executive Director
6. Shri V. Ramasamy, Independent Director
7. Shri Kamlesh Vikamsey, Independent Director
8. Shri NSR Chandra Prasad, Independent Director
9. Shri A. K. Saxena, Independent Director
10. Shri G. Srinivasan, Independent Director
11. Smt. Neera Saxena, MD & CEO

Mrs. Nutan Singh, Company Secretary welcomed the Chairman, Board of Directors, Statutory Auditors, Secretarial Auditors and Shareholders present through Video Conferencing at the 30<sup>th</sup> AGM of the Company and introduced herself. She also informed that as per article 99 of the Articles of Association of the Company, Chairman of the Board of Directors of the Company ("Board") will preside the chair at 30<sup>th</sup> AGM of the Company.

Thereafter, Company Secretary requested the Board Members to introduce themselves. All Board members attending the Virtual AGM introduced themselves. Total Forty Nine (49) members of the Company were present at the Virtual AGM. With the permission of Chairman, Company Secretary called the meeting to order as the requisite quorum was present.

Company Secretary then informed the Members that the statutory registers and other documents as required by law are open for virtual inspections during this AGM. Company Secretary informed that in compliance with MCA & SEBI circulars, Shareholders were provided facility to join the meeting through VC/ Other Audio Visual Means basis. It was informed that Audit report of Secretarial Auditors & Statutory Auditors did not contain any qualification or adverse remark and accordingly with the permission of members, same is taken as read. The Notice of the meeting and annual report have already been sent to members are taken as read. The Notice of AGM contains 13 items for shareholders' approval. Company Secretary further informed to the Members that as the meeting is being conducted through VC today and resolutions have already been put to vote through remote e-voting, the requirement to propose and second the resolution is not applicable.

It was further informed that those members who were present at the Virtual AGM and had not cast their votes through remote e-voting system were provided an opportunity to cast their votes electronically through e-voting system provided by M/s. Kfin Technologies Pvt Ltd. at the Virtual AGM.

Company Secretary then welcomed Smt. Neera Saxena, Managing Director & CEO to brief the Shareholders about the performance of the Company for the year ended 31<sup>st</sup> March, 2020 and also about the future plans for the Company. Managing Director & CEO then briefed the shareholders about the financial & Operational highlights of the company. After that, Company Secretary welcomed Chairman of the meeting, Shri Devesh Srivastava to address the Shareholders.

Thereafter, the following businesses as set out in the Notice of 30<sup>th</sup> AGM dated 12<sup>th</sup> October, 2020 convening the AGM were considered:

1. Adoption of Audited Annual Financial Statements for the year ended 31<sup>st</sup> March, 2020 together with the Reports of the Directors and Auditors thereon.
2. Declaration of Dividend for the year ended 31<sup>st</sup> March, 2020.
3. Re-appointment of Director, Shri Girish Radhakrishnan (DIN 08268834) as Non-Executive Director.
4. Appointment of Shri Devesh Srivastava (DIN 08646006) as Non-Executive Director & Chairman.
5. Appointment of Shri Ajit Kumar Saxena (DIN 05308801) as Independent Director.
6. Appointment of Smt. Vijayalakshmi Iyer (DIN 05242960) as Independent Director.
7. Appointment of Shri G. Srinivasan (DIN 1876234) as Independent Director.
8. Appointment of Smt. Suchita Gupta (DIN 8697650) as Non-Executive Director.
9. Appointment of Smt. S.N. Rajeswari (DIN 8838983) as Non-Executive Director.
10. Re-appointment of Shri NSR Chandra Prasad (DIN 1386757) as Independent Director.
11. Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds upto an aggregate limit of Rs. 1500 crs..
12. Related Party Transactions upto an aggregate limit of Rs. 2,000 crores only.
13. Alteration of Articles of Association - Deletion of clauses relating to 'Common Seal'.

After that, Company Secretary conducted Speaker season and requested those members who have registered their details as Speaker to Speak and ask their queries (if any) one by one. At the end of the speaker season, Managing Director & CEO answered all the queries as raised by the shareholders.

At the end, Shri Makarand M. Joshi, Scrutiniser prepared his report and submitted to the Chairman of the Board stating that all the resolutions proposed to shareholders were passed with requisite majority. The report of Scrutiniser will be submitted separately under regulation 44 of SEBI (LODR) Regulations, 2015 to Stock Exchanges and same will also be updated on the website of the Company.

The meeting commenced at 11.30 A.M. (IST) and concluded at 12.19 PM (IST) (excluding the time allowed for e-voting at AGM).

This is for your information and record purpose.

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