

GICHFL/SEC/2023

November 15, 2023

To
The Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', C-1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: GICHSGFIN

Dear Sir,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Submission of Postal Ballot Notice.

Pursuant to Regulation 30 and 51 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the explanatory statement thereto which is sent to the Members of our Company (i.e. GIC Housing Finance Limited) for seeking their approval as per Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 for the following matters:

1. Appointment of Smt. Rajeshwari Singh Muni (DIN 09794972) as a Non-Executive Director.
2. Appointment of Shri Ramaswamy Narayanan (DIN 10337640) as a Non-Executive Director & Chairman.

The notice of postal ballot is being available on the website of the company at www.gichfindia.com and same is sent only through e-mail to all the Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 10, 2023 (the cut-off date) and to those Members who have registered their e-mail addresses with the Registrar and Share Transfer Agent ("RTA")/ Depository Participant ("DP"). Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-Voting only.

It is further informed that the remote e-Voting in respect of the resolutions contained in the Postal Ballot Notice will commence at 9.00 a.m. on November 16, 2023 (Thursday) and end at 5.00 p.m. on December 15, 2023 (Friday).

The Postal Ballot results would be submitted to the stock exchanges within 2 (two) working days of completion of voting period in accordance with the Listing Regulations.

Kindly take the same on record.

Thanking you,

Yours faithfully,

Nutan Singh
Group Head & Company Secretary
Encl.: a/a



GIC HOUSING FINANCE LTD.

(CIN L65922MH1989PLC054583)

Reg. Off.: National Insurance Building, 6th Floor, 14, Jamshedji Tata Road, Churchgate, Mumbai 400020.

Email: corporate@gichf.com / investors@gichf.com Tel.: 022-43041900.

Website: www.gichfindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), read with the General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and also Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, October 07, 2023 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that approval of the Members through Postal Ballot (Voting through electronic means only i.e. Remote e-voting) is being sought in respect of resolution(s) set out hereinafter.

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the Listing Regulations is annexed to this notice for your consideration.

SPECIAL BUSINESS(ES):

Item No. 1: Appointment of Smt. Rajeshwari Singh Muni (DIN 09794972) as a Non-Executive Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 127 of the Articles of Association of the Company, **Smt. Rajeshwari Singh Muni (DIN 09794972)** who was appointed as an Additional Director (Non Executive-Non Independent) by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee on September 26, 2023 and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the officials of the Company, to give effect to the aforesaid resolution."

Item No. 2: Appointment of Shri Ramaswamy Narayanan (DIN 10337640) as a Non-Executive Director & Chairman.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 127 and Article 154 of the Articles of Association of the Company, **Shri Ramaswamy Narayanan (DIN 10337640)** who was appointed as an Additional Director (Non-Executive-Non Independent & Chairman) by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee on November 03, 2023 and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director and Chairman of the Company, whose period of office shall not be liable to retire by rotation pursuant to Article 154(3) of Articles of Association of the Company."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Officials of the Company, to give effect to the aforesaid resolution.”

Registered Office:

**National Insurance Building,
6th Floor, 14, Jamshedji Tata Road,
Churchgate, Mumbai 400020**

**By the order of the Board
For GIC Housing Finance Limited**

**Sd/-
Nutan Singh
Group Head & Company Secretary
Membership No.: A27436**

Date: November 03, 2023

Place: Mumbai

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 36(3) of the Listing Regulations, the Explanatory Statement setting out material facts and reasons for the proposed resolution(s) is appended herein and forms part of this Notice.
2. In accordance with the extant provisions of MCA circular(s), the Postal Ballot Notice will be sent only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, November 10, 2023 (the cut-off date)** and to those Members who have registered their e-mail addresses with the Registrar and Share Transfer Agent (“RTA”)/ Depository Participant (“DP”). The Physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-voting only.
3. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023 issued in supersession of earlier circulars issued by SEBI bearing Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/ 2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD- /MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, Members holding shares in physical form and who have not yet registered/updated their PAN and KYC details (including their e-mail addresses) are requested to register/update the same by sending duly filled form ISR-1 to our RTA M/s. KFin Technologies Ltd. (**Kfintech**) either in physical form or by sending an email at inward.ris@kfintech.com. Members may download the form ISR-1 from Investor Information & Download section on the website of our company at [https://gichfindia.com/pdf/Investor/1.%20Form ISR-1.pdf](https://gichfindia.com/pdf/Investor/1.%20Form%20ISR-1.pdf) or from the website of our RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd . Members holding shares in electronic form are requested to get their e-mail addresses registered/updated with their respective DPs.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on cut-off date i.e. **Friday, November 10, 2023** will be considered for the purpose of Remote e-voting and a person who is not a Member as on cut-off date should treat this Notice for information purpose only.
5. During the Remote e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members in electronic mode only and Members can inspect the same by sending an email at investors@gichf.com.
6. The Company has engaged the services of M/s. KFin Technologies Ltd. to provide the remote e-voting facility to its Members.
7. Shri Omkar Dindorkar, or failing him, Smt. Deepti Kulkarni of M/s. MMJB & Associates LLP, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner for the Postal Ballot activity of the Company.
8. The Notice of Postal Ballot will be available on the website of the company at www.gichfindia.com and on the website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com> for inspection and downloading by the Members of the Company.

9. Voting through Remote E-Voting:

Cut-Off date for reckoning Members eligible to cast their vote through Remote E-Voting.	November 10, 2023 (Friday)
Commencement of Remote e-Voting	November 16, 2023 (Thursday) (at 9.00 am)
Completion of Remote e-Voting	December 15, 2023 (Friday) (at 5.00 pm)
Declaration of Voting Results	Within 2 working days of completion of Voting Period

- a) Voting rights of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member as on cut-off date.
- b) Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their votes electronically during voting period by way of Remote e-voting mode only. The Remote e-voting module shall be disabled for voting by Kfintech thereafter and Members shall not be able to cast any vote thereafter. Once the vote on the Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- c) Voting rights in the Remote e-voting cannot be exercised by a proxy.

10. General Instructions for Voting :

The manner of voting by –

- (A) Individual Members holding shares of the Company in Demat mode;
- (B) Members other than Individuals holding shares of the Company in Demat mode and Members holding shares of the Company in Physical mode, is explained in the instructions given herein below:

(A) Individual Members holding Shares of the Company in Demat mode:

1. In compliance with the provisions of Section 108 of Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with Section VI-C of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 relating to 'e-voting Facility provided by Listed Entities, the Company is pleased to provide to the Members, a facility to exercise their right to vote on resolution(s) proposed to be considered through Postal Ballot by electronic means through remote e-voting services arranged by M/s. KFin Technologies Ltd..
2. Individual Members holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.
3. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

❖ Login Method for Individual Members holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):

Sr. No.	NSDL	CDSL
1	Users already registered for IDEAS e-Services facility of NSDL may follow the following procedure:	Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:
a)	Visit URL: https://eservices.nsdl.com	Visit URL : https://web.cdslindia.com/myeasitoken/home/login or URL: http://www.cdslindia.com/
b)	Click on the “Beneficial Owner” icon under “Login” under “IDEAS” section.	Click on “New System Myeasi” icon/ Login to Myeasi option under Quick Login.
c)	On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-voting”.	Login with your Registered User ID and Password.
d)	You will see Company Name: “GIC Housing Finance Limited” on the next screen. Click on the e-voting link available against “GIC Housing Finance Limited” or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the remote e-voting period.	You will see Company Name “GIC Housing Finance Limited” on the next screen. Click on the e-voting link available against “GIC Housing Finance Limited” or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the remote e-voting period.
2	Users not registered for IDEAS e-Services facility of NSDL:	Users not registered for Easi/Easiest facility of CDSL:
a)	To register click on the link https://eservices.nsdl.com	Option to register is available at: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

b)	Select “ Register Online for IDEAS ” or click on the link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	Proceed with completing the required fields.
c)	Proceed with completing the required fields.	After successful registration, please follow steps given in Point No. 1 above to cast your vote.
d)	After successful registration, please follow steps given in Point No. 1 above to cast your vote.	
3	Users may directly access the e-voting module of NSDL as per the following procedure:	Users may directly access the e-voting module of CDSL as per the following procedure:
a)	Visit URL: https://www.evoting.nsdl.com/	Visit URL: https://www.cdslindia.com/ or click on the link: https://evoting.cdslindia.com/Evoting/EVotingLogin
b)	Click on the “ Login ” icon which is available under “ Shareholder/Member ” section.	Provide your Demat Account Number (BOID) and PAN.
c)	On the Login page, enter User ID (that is, your 16-character demat account number held with NSDL, starting with IN), Login Type, that is, 1. Through typing Password (in case you are registered on NSDL’s e-voting platform) or; 2. Through generation of OTP (in case your mobile/e-mail address is registered in your demat account) And Verification Code as shown on the screen.	System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
d)	On successful authentication, you will enter the e-voting module of NSDL. Click on “ Active E-voting Cycles/ VC or OAVMs ” option under E-voting. You will see Company Name: “ GIC Housing Finance Limited ” on the next screen. Click on the e-voting link available against GIC Housing Finance Limited or select e-voting service provider “ KFintech ” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.	On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against “ GIC Housing Finance Limited ” or select E-Voting Service Provider “ KFintech ” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.

❖ **Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:**

a)	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility.
b)	An option for “ e-voting ” will be available once you have successfully logged-in through your respective logins. Click on the option “ e-voting ” and you will be redirected to e-voting modules of NSDL/CDSL (as may be applicable).
c)	Click on options available against the Company’s Name: “ GIC Housing Finance Limited ” or E-Voting Service Provider – “ KFintech ”
d)	You will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important Note:

Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Members holding Shares of the Company in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:	
Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free nos.: 022-48867000 or 022-24997000 or visit website at www.evoting.nsdl.com
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 / 022-23058738 / 23058543 / 23058542.

(B) Login method for e-voting for Members other than Individual Members holding Shares of the Company in Demat mode and Members holding Shares in Physical mode:

1.	Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFintech which includes details of E-Voting Event Number (EVEN), User ID and Password:
a)	Launch internet browser by typing the URL: https://evoting.kfintech.com/
b)	Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
c)	After entering these details appropriately, click on “LOGIN” .
d)	You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
e)	You need to login again with the new credentials.
f)	On successful login, the system will prompt you to select the E-Voting Event Number for GIC Housing Finance Limited .
g)	On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
h)	Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
i)	Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
j)	You may then cast your vote by selecting an appropriate option and click on “Submit” .
k)	A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

1)	Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: cs.gichf@gmail.com with a copy to evoting@kfintech.com and to the Company at investors@gichf.com . They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “GICHFL - Postal Ballot”.
2.	In case of Members who have not registered their email addresses with the Company/ Depository Participant(s):
a)	Members holding shares in Demat form can get their email ID registered by contacting their respective Depository Participant.
b)	Members holding shares in physical form may register their email address and mobile number with KFintech by sending an email request at the email ID inward.ris@kfintech.com along with the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member along with form ISR-1, for registering their email address and receiving the Notice of Postal Ballot and the e-voting instructions.
3.	Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/the Company’s Registrar & Transfer Agent, KFintech to enable servicing of notices/ documents/Annual Reports electronically to their email address.

11. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 1. **Example for NSDL:**
MYEPWD <SPACE>IN12345612345678
 2. **Example for CDSL:**
MYEPWD <SPACE> 1402345612345678
 3. **Example for Physical:**
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address and mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call on KFintech’s toll-free numbers 1800-309-4001 [from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days].
- iv. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- v. If the Member is already registered with KFintech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

12. In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and E-voting user manual available at the download Section of KFintech’s website <https://evoting.kfintech.com/> or send an email at investor helpline investors@gichf.com or contact Mr. Anil Dalvi, Senior Manager / Mr. Nagesh Govu, officer at M/s. KFin Technologies Limited, Unit: GIC Housing Finance Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID(s) evoting@kfintech.com / govu.nagesh@kfintech.com or call at 040 -67161503, for any further clarifications.

13. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of voting, i.e., **Friday, December 15, 2023**, subject to receipt of the requisite number of votes in favour of the Resolution(s).

14. The results of Postal Ballot will be announced within 2 working days of conclusion of voting period at the Registered Office of the Company either by Chairman or in case of his unavailability by any other person authorised by him for the same. The result would be intimated to the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and same will also be displayed on the Company’s website i.e. at www.gichfindia.com and on the website of KFintech <https://evoting.kfintech.com>.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE LISTING REGULATIONS:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company, has approved the appointment of 2 (two) Directors namely Smt. Rajeshwari Singh Muni (DIN 09794972) as an Additional Director (Non Executive – Non-Independent Director) and Shri Ramaswamy Narayanan (DIN 10337640) as an Additional Director (Non Executive- Non-Independent Director & Chairman) subject to approval of members of the company.

In terms of Regulation 17(1C) of the Listing Regulations, 2015, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of aforesaid 2 (two) Additional Directors would require the approval of the shareholders of the company within a period of 3 (three) months of their respective appointment date.

Item No. 1: Appointment of Smt. Rajeshwari Singh Muni (DIN 09794972) as a Non-Executive Director.

Smt. Rajeshwari Singh Muni (DIN 09794972) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013, and she has consented to act as a Director of the company. The Nomination and Remuneration Committee of the company has recommended the appointment of Smt. Rajeshwari Singh Muni as a Non-Executive Director of the Company and the Company has also received a notice under Section 160 of the Act from a Member proposing her candidature for the office of a Non -Executive Director of the Company.

Details as required pursuant to the provisions of the Listing Regulations, 2015 and Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India in respect of appointment of Smt. Rajeshwari Singh Muni are provided herein below –

Age (Completed Years)	56 Years
Qualification	Science Graduate, MBA (HR and Finance) and Associate from Insurance Institute of India
Experience & Expertise in specific functional areas / Brief Profile	Smt. Rajeshwari Singh Muni has taken charge as Chairman-cum-Managing Director of National Insurance Company Limited on September 01, 2023. Prior to taking charge as CMD, she was General Manager & Director of United India Insurance Company Limited w.e.f. November 18, 2022. She is a Science Graduate and also holds MBA (HR and Finance) and Associate from Insurance Institute of India, Mumbai. She commenced her career at General Insurance Corporation of India in the year 1987 and moved to Agriculture Insurance Company of India Limited (AICL) in 2004. She has 35 years of experience and expertise in dealing Crop Insurance in various capacities. A long part of which was heading the agriculturally predominant States of Andhra Pradesh, Telangana and Madhya Pradesh as Regional Manager and also overseeing of all the five Southern States as Deputy General Manager. Upon elevation as General Manager in the year 2019, she handled various portfolios at AICL, Head Office at New Delhi and performed exceedingly well in all spheres. She is a keen learner coupled with traits of sincerity, honesty, dedication, commitment which have been the key to her success in reaching the heights. She has been nominated on our Board by National Insurance Company Limited.
Terms & Condition of Appointment	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration (including Sitting fees)- Last drawn & Proposed to be paid	Non-Executive – Non Independent Directors are not paid any remuneration including sitting fees for attending meetings of the Board or Committees thereof. However, Memento/gift (if any) of nominal amount as token of appreciation for services/guidance etc. to the Management of the company are given to all Director(s).
Date of first appointment in the Board	Effective from September 26, 2023.
Shareholding in the Company (including beneficial ownership)	Nil
Relationship with other Directors / Key Managerial Personnel (i.e. Inter-se relation)	Not related to any other Director / Key Managerial Personnel (i.e. No inter-se relation) except Smt. Varsha Godbole, Sr. Vice President & CFO i.e. KMP (DGM – National Insurance Company Ltd. on deputation) being from common Promoter Company. (i.e. National Insurance Company Limited)

Number of Board Meeting(s) attended during the financial year (FY 2023-24)	1 out of 1 Board Meeting held since her appointment.
Rational for recommending the appointment / Skills and capabilities required for the role and the manner in which such requirements are met	HR, Finance, Taxation, Marketing, Insurance, Managerial Skills etc. were the key factors which were considered and identified by the Nomination and Remuneration Committee and Board for the said role.
Details of Past Directorship in equity listed entities (In last 3 years)	Nil

The other current Directorships / Committee Memberships of **Smt. Rajeshwari Singh Muni** are as follows:

Name of the Company	Board Membership	Committee Membership (Audit / Stakeholders Relationship Committee)
National Insurance Company Limited	Chairman Cum Managing Director	Stakeholders Relationship Committee – Member
Agriculture Insurance Company of India Limited	Additional Director	-
Health Insurance TPA of India Limited	Additional Director	-

Save and except Smt. Rajeshwari Singh Muni, none of the Directors or Key Managerial Personnel of the Company except Smt. Varsha Godbole, Sr. Vice President & CFO (KMP) including their respective relatives are in anyway concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution at Item No. 1 to be passed as an Ordinary Resolution.

Item No. 2: Appointment of Shri Ramaswamy Narayanan (DIN 10337640) as a Non-Executive Director & Chairman.

Shri Ramaswamy Narayanan is qualified to be appointed as a Director in terms of section 164 of the Companies Act, 2013, and he has consented to act as a Director of the company. The Nomination and Remuneration Committee of the company has recommended the appointment of Shri Ramaswamy Narayanan as a Non-Executive Director & Chairman of the Company and the Company has also received a notice under Section 160 of the Act from a Member proposing his candidature for the office of Non-Executive Director & Chairman of the Company.

Details as required pursuant to the provisions of the Listing Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India in respect of appointment of Shri Ramaswamy Narayanan are provided herein below –

Age (Completed Years)	58 Years
Qualification	Bachelors of Commerce (B.com)
Experience & Expertise in specific functional areas / Brief Profile	Shri Ramaswamy Narayanan joined GIC-Re as a direct recruit officer in 1988 and over the last three decades, he has been involved in various functions within GIC-Re. In his association with the reinsurance function, he has handled all the non-life classes like Fire, Engineering, Miscellaneous, Motor, Liability, Aviation, Marine and Agriculture and also most of the territories around the world. While handling the business portfolio in the Indian insurance market, he has handled many challenges in the fast-changing non-tariffed portfolio, which included quoting for and leading many treaties, as well as providing out-of-the-box solutions to clients to cater to both protecting the portfolio as well as providing capital relief. In his tenure of four and half years as CEO, UK he was involved in handling the operations of the Branch, the newly setup Lloyds syndicate of GIC-Re (GIC 1947) as well as the Corporate Member of GIC-Re. Back in head office, he was involved in implementing the ambitious “Project Parivartan”, an HR initiative, which should prove to be a game changer in GIC-Re, going forward. He has been nominated on our Board by GIC-Re.
Terms & Condition of Appointment	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration (including Sitting fees)- Last drawn & Proposed to be paid	Non-Executive – Non Independent Directors are not paid any remuneration including sitting fees for attending meetings of the Board or Committees thereof. However, Memento/gift (if any) of nominal amount as token of appreciation for services/guidance etc. to the Management of the company are given to all Director(s).

Date of first appointment in the Board	Effective from November 03, 2023
Shareholding in the Company (including beneficial ownership)	500 shares of Face Value of Rs. 10/- each.
Relationship with other Directors / Key Managerial Personnel (i.e. Inter-se relation)	Not related to any other Director / Key Managerial Personnel (i.e. No inter-se relation) except with the Board Members namely Shri Paul Lobo, Managing Director & CEO (GM-GIC Re) and Shri Hitesh Joshi, Non-Executive Director (GM, GIC-Re) being from common Promoter Company (GIC-Re).
Number of Board Meeting(s) attended during the financial year (FY 2023-24)	NA
Rational for recommending the appointment / Skills and capabilities required for the role and the manner in which such requirements are met	HR, Accounts & Finance, Marketing, Insurance, Managerial Skills etc. were the key factors which were considered and identified by the Nomination and Remuneration Committee and Board for the said role.
Details of Past Directorship in equity listed entities (In last 3 years)	Nil

The other current Directorships / Committee Memberships of **Shri Ramaswamy Narayanan** are as follows:

Name of the Company	Board Membership	Committee Membership (Audit / Stakeholders Relationship Committee)
General Insurance Corporation of India	Chairman cum Managing Director	Stakeholders Relationship Committee-Member

Save and except Shri Ramaswamy Narayanan, none of the Directors except Shri Paul Lobo (Managing Director & CEO) and Shri Hitesh Joshi (Non-Executive Director) or Key Managerial Personnel of the Company including their respective relatives are in anyway concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution at Item No. 2 to be passed as an Ordinary Resolution.

Registered Office:

**National Insurance Building,
6th Floor, 14, Jamshedji Tata Road,
Churchgate, Mumbai 400020**

**By the order of the Board
For GIC Housing Finance Limited**

**Sd/-
Nutan Singh
Group Head & Company Secretary
Membership No.: A27436**

Date: November 03, 2023

Place: Mumbai