

## **PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY**

The 35<sup>th</sup> Annual General Meeting of the Members of the Company was held on Tuesday, August 19, 2025 at 11.30 A.M. through Video Conferencing at Deemed Venue - GIC Housing Finance Limited, Board Room, National Insurance Building, 6<sup>th</sup> Floor, 14, J. Tata Road, Churchgate, Mumbai 400020. The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder.

### **DIRECTORS IN ATTENDANCE THROUGH VC**

1. Shri Ramaswamy Narayanan, Chairman, Non-Executive Director. (Attended in person at HO).
2. Shri B. S. Rahul, Non-Executive Director.
3. Shri Sanjay Joshi, Non-Executive Director.
4. Shri Ajit Kumar Saxena, Independent Director.
5. Smt. Rani Singh Nair, Independent Director.
6. Shri Vaijinath Gavarshetty, Independent Director.
7. Shri Garimella Nanda Kishore, Independent Director.
8. Shri Sathia Jeeva Krishnan, Independent Director.
9. Shri Damodharan Neelam, Independent Director.
10. Shri Sunil Kakar, Independent Director.
11. Shri Sachindra Salvi, MD & CEO (Attended in person at HO).

Ms. Nutan Singh, Company Secretary welcomed the Chairman, Board of Directors, Statutory Auditor, Secretarial Auditor and Members present through Video Conferencing at the 35<sup>th</sup> AGM of the Company and introduced herself. Thereafter, the Company Secretary introduced the Board Members along with their location details.

Total 63 members of the Company were present at the Virtual AGM. With the permission of Chairman, the Company Secretary called the meeting in order as the requisite quorum was present.

The Company Secretary then informed the Members that the statutory registers and other documents as required by law are open for inspection during this Annual General Meeting. The Company Secretary informed that in compliance with the applicable MCA & SEBI circulars, Members were provided facility to join the meeting through Video Conferencing and Other Audio Visual Means. It was informed that Audit reports of Statutory Auditor and Secretarial Auditor for F.Y. 2024-25 did not contain any qualification or adverse remark, thereafter both the audit reports were taken as read with the permission of members.

The Annual Report along with the Notice of the 35<sup>th</sup> Annual General Meeting have already been sent to members and with the permission of Members, same was taken as read. The Notice of AGM contains total 10 (Ten) items for approval of Members. The Company Secretary further informed the Members that as the meeting is being conducted through VC

and resolutions have already been put to vote through remote e-voting, the requirement to propose and second the resolution was 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 Ltd. at the Virtual AGM.

The Company Secretary then requested the Chairman to welcome and address the shareholders. Thereafter, Shri Sachindra Salvi, Managing Director & CEO briefed the Shareholders about the Financial & Operational highlights of the Company.

Further, the following businesses as set out in the Notice of 35<sup>th</sup> AGM dated August 19, 2025 were considered:

1. To receive, consider and adopt the –
  - a. audited annual standalone financial statements for the year ended March 31, 2025 together with the Reports of the Directors and Auditor thereon.
  - b. audited annual consolidated financial statements for the year ended March 31, 2025 together with the Report of the Auditor thereon.
2. Declaration of Dividend for the year ended March 31, 2025.
3. Re-appointment of Shri B. S. Rahul (DIN 10610759) as a Non-Executive Director.
4. Re-appointment of Smt. Girija Subramanian (DIN 09196957) as a Non-Executive Director.
5. Approval for appointment of M/s. Gokhale & Sathe, Chartered Accountants (Firm registration No.103264W) as Statutory Auditor of the Company in place of M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Reg. No. 101647W) for a period of 3 (three) consecutive years.
6. Approval for appointment of M/s. Mehta & Mehta, Company Secretaries (Peer Review No. P1996MH007500) as Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years.
7. Approval for re-appointment of Shri N. Damodharan (DIN 07759291) as an Independent Director.
8. Approval for Appointment of Shri Sanjay Joshi (DIN 11137995) as a Non-Executive Director.
9. Approval for Material Related Party Transactions with Promoter Companies upto an aggregate limit of ₹ 1,000 crores only.
10. Approval for Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds upto an aggregate outstanding limit of ₹ 2,500 crores.

Item No. 7 and 10 was proposed as Special Resolution whereas other resolutions were proposed to be approved as Ordinary Resolutions.

After that, the Company Secretary conducted Speaker session and requested those members who have registered their details as Speaker to speak and ask their queries (if any) one by one. Thereafter, the Managing Director & CEO answered all the queries as raised by the Members and also informed that separate replies will be sent via mail to shareholders for their queries, wherever required.

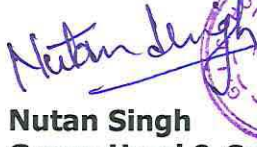
At the end, the Company Secretary requested the scrutinizer to conduct the e-Voting at the AGM in an orderly manner and submit the Scrutinizer's Report for onward submission of the same to Stock Exchanges within 2 working days as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for updation of the same on the website of the Company.

Thereafter, the meeting was concluded with vote of thanks to Members, Chairman and Board Members.

The meeting commenced at 11:30 A.M. (IST) and concluded at 01:08 P.M. (IST) (including the time allowed for e-voting at AGM).

*Note: This document does not constitute the Minutes of the Annual General Meeting of the Company.*

**For GIC Housing Finance Limited**



**Nutan Singh**  
**Group Head & Company Secretary**

**Membership No.: ACS 27436**