

PROCEEDINGS OF 33rd ANNUAL GENERAL MEETING (AGM) OF THE COMPANY

33rd Annual General Meeting of the Members of the Company was held on Tuesday, 26th September, 2023 at 11.30 A.M. through Video Conferencing at Deemed Venue - GIC Housing Finance Limited, Board Room, National Insurance Building, 6th 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), SEBI and in compliance with the 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 Satyajit Tripathy, Non-Executive Director.
3. Smt. Neerja Kapur, Non-Executive Director.
4. Shri Hitesh Joshi, Non-Executive Director.
5. Shri NSR Chandra Prasad, Independent Director.
6. Shri A. K. Saxena, Independent Director.
7. Smt. Rani Singh Nair, Independent Director.
8. Shri Vaijinath M Gavarshetty, Independent Director.
9. Shri Kishore Garimella, Independent Director.
10. Shri Sathia Jeeva Krishnan, Independent Director.
11. Shri N. Damodharan, Independent Director.
12. Shri Sunil Kakar, Independent Director.
13. Shri Paul Lobo, 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 33rd AGM of the Company and introduced herself. Thereafter, Company Secretary introduced the Board Members along with their location details. Company Secretary also informed that second term of Shri NSR Chandra Prasad as Independent Director ends on the conclusion of today's AGM. On behalf of Board of Directors, Company Secretary placed on record the sincere appreciation for all the support and guidance extended by Shri NSR Chandra Parasad during his tenure as Independent Director of the Company.

Total Fifty-Nine (59) members of the Company were present at the Virtual AGM. With the permission of Chairman, Company Secretary called the meeting in 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 inspection during this AGM. Company Secretary informed that in compliance with MCA & SEBI circulars, Members were provided facility to join the meeting through VC/ Other Audio Visual Means basis. It was informed that Audit reports of Statutory Auditor and Secretarial Auditor for F.Y. 2022-23 did not contain any qualification or adverse remark, however Secretarial Auditor in his audit report has given mention of penalty imposed on the Company by the stock exchanges for noncompliance of Reg. 17 & 29 of SEBI (LODR) Regulations, 2015 during F.Y. 2021-22. Thereafter both audit reports, with the permission of members, were taken as read.

The Notice of the meeting and annual report have already been sent to members and with the permission of Members, same were taken as read. The Notice of AGM contains total 13 items for approval of Members. Company Secretary further informed to 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.

Company Secretary then requested Chairman to welcome and address the shareholders. Thereafter Shri Paul Lobo, 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 33rd AGM dated 26th September, 2023 were considered:

1. To receive, consider and adopt the –
 - (a) audited annual standalone financial statements for the year ended March 31, 2023 together with the Reports of the Directors and Auditors thereon.
 - (b) audited annual consolidated financial statements for the year ended March 31, 2023 together with the Report of the Auditors thereon.
2. Declaration of Dividend for the year ended March 31, 2023.
3. Re-appointment of Director (retiring by rotation), Shri Satyajit Tripathy (DIN No. 08681994) as a Non-Executive Director.
4. Re-appointment of Director (retiring by rotation), Shri Hitesh Joshi (DIN No. 09322218) as a Non-Executive Director.
5. Approval for re-appointment of Smt. Rani Singh Nair (DIN No. 09103000) as an Independent Director.
6. Approval for re-appointment of Shri Vaijinath M. Gavarshetty (DIN No. 08502484) as an Independent Director.
7. Approval for re-appointment of Shri Kishore Garimella (DIN No. 07745995) as an Independent Director.
8. Approval for re-appointment of Shri Sathia Jeeva Krishnan (DIN No. 02179550) as an Independent Director.
9. Approval for Appointment of Shri Sunil Kakar (DIN No. 03055561) as an Independent Director.
10. Approval for Appointment of Shri Rashmi Raman Singh (DIN No. 08975825) as a Non-Executive Director.
11. Approval for amendment in Articles of Association of the Company.
12. Approval for Related Party Transactions upto an aggregate limit of Rs. 2,000 crores only.
13. Approval for Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds upto an aggregate limit of Rs. 2,500 crores.

Item no. 5,6, 7, 8, 9, 11 and 13 were proposed as Special Resolutions whereas other resolutions were proposed to be approved as Ordinary Resolutions.

After that, 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, 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, Company Secretary requested the scrutinizer to conduct the e-voting at the AGM in an orderly manner and submit the Scrutinizer report for submission of the same to stock exchanges within 2 working days as per regulation 44 of SEBI (LODR) Regulations, 2015 and for updation of the same on the website of the Company.

Thereafter 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 12.32 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 Digitally signed
by NUTAN SINGH
Date: 2023.09.26
15:22:19 +05'30'

Nutan Singh
Group Head & Company Secretary