



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 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 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 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 12th May, 2020, 15th January, 2021 and 13th May, 2022 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 SEBI (LODR) Regulations, 2015, is annexed to this notice for your consideration.

SPECIAL BUSINESS(ES):

Item No. 1: Appointment of Shri Damodharan Neelam (DIN 07759291) as an Independent Director.

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Shri Damodharan Neelam (DIN 07759291)** who was appointed as an Additional Director (Non-Executive – Independent Director) of the Company by the Board of Directors, on the recommendations of Nomination & Remuneration Committee w.e.f. October 21, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 & Regulation 17(1C) of SEBI (LODR) Regulations, 2015, read with Article 127 of Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of an Independent Director of the company, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a period of 3 consecutive years i.e. for a term up to October 20, 2025."

"RESOLVED FURTHER THAT the Managing Director & CEO and/or Company Secretary be and is hereby severally authorised to file necessary forms/papers, to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2: Appointment of Smt. Neerja Kapur (DIN No. 09733917) as 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 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) ("Act") 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. Neerja Kapur (DIN No. 09733917)** who was appointed as Additional Director (Non-Executive) by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee on November 7, 2022 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 Managing Director & CEO and/or Company Secretary be and is hereby severally authorised to file necessary forms/papers, to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 3: Appointment of Shri Paul Lobo (DIN 09787223) as Managing Director & CEO.

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 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) (“Act”) 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, 131 & 132 of Articles of Association of the Company, **Shri Paul Lobo (DIN 09787223)** who was appointed as Additional Director (Managing Director &CEO) by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee w.e.f. 15th November, 2022 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 Managing Director & CEO of the Company whose period of office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and subject to approval of the shareholders and any other approvals, as may be applicable, Shri Paul Lobo (DIN 09787223) be and is hereby appointed as Managing Director & CEO, w.e.f. from November 15, 2022 till February 28, 2025 at the remuneration he is entitled to in accordance with the Service Regulations applicable in the pay scale for General Manger cadre of General Insurance Corporation of India, with any modifications, revisions, thereof, if any that might take place from time to time, and also eligible for perquisites, allowances, performance incentives and other benefits etc. (including any modifications, revisions, thereof, if any as approved by the Board from time to time) as applicable for the post of Managing Director & CEO in our Company subject to ceiling limits prescribed in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Company Secretary be and is hereby severally authorised to file necessary forms/papers, to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

By the order of the Board

**Place: Mumbai
Date: November 14, 2022**

For GIC Housing Finance Limited

**Sd/-
Nutan Singh
Group Head & Company Secretary**

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, SS-2 and Regulation 36(3) of SEBI (LODR) Regulations, 2015, 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 18, 2022 (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. In terms of SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 on Clarifications with respect to said SEBI Circular dated November 03, 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**) in accordance with clause 2.10 & 2 (vii) of above referred SEBI circular(s) respectively, either in physical form or by sending an email at einward.ris@kfintech.com. Members may download the form ISR-1 from Investor Information & Download section on the website of our company at https://www.gichfindia.com/pdf/ISR_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 18, 2022** 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 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 shareholders eligible to cast their vote through Remote E-Voting.	November 18, 2022 (Friday)
Commencement of Remote e-Voting	November 23, 2022 (Wednesday) (at 9.00 am)
Completion of Remote e-Voting	December 22, 2022 (Thursday) (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 dematerialised 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. 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 Shareholders holding shares of the Company in Demat mode;

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

(A) Individual Shareholders 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 SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), 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. Shareholders 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 Shareholders 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/myeasi/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/myeasi/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/
b)	Click on the “ Login ” icon which is available under “ Shareholder/Member ” section.	Provide your Demat Account Number 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 Shareholders 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.: 1800 1020 990 and 1800 22 44 30.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

(B) Login method for e-voting for Shareholders other than Individual Shareholders holding Shares of the Company in Demat mode and Shareholders 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). <ul style="list-style-type: none"> • 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. <p>However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.</p>
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).

l)	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 einward.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, 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, Manager 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 evoting@kfintech.com or call KFintech’s Toll free No. 1800-309-4001, 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., **Thursday, December 22, 2022**, 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 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 COMPANIES ACT, 2013 AND REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015:

The Board of Directors of the Company, based on the recommendations 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 3 Directors namely Shri Damodharan Neelam (DIN 07759291) as Additional Director (Non-Executive – Independent Director), Smt. Neerja Kapur (DIN No. 09733917) as Additional Director (Non Executive – Non-Independent Director) and Shri Paul Lobo (DIN 09787223) as Additional Director (Managing Director & CEO) subject to approval of shareholders of the company.

In terms of the Regulation 17(1C) of SEBI (LODR) Regulations, 2015, a listed entity shall ensure that 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 above said 3 Additional Directors in different categories would require the approval of the shareholders of the company within 3 months of their respective appointments.

Item No. 1: Appointment of Shri Damodharan Neelam (DIN 07759291) as an Independent Director.

Shri Damodharan Neelam 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 Company has also received a declaration from him confirming that he meets all the criteria of independence as prescribed both under Section 149(6) of the Act, read with rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015.

The Nomination and Remuneration Committee of the company has recommended the appointment of Shri Damodharan Neelam as an Independent Director of the Company and company has also received a notice under Section 160 of the Act from a shareholder proposing his candidature for the office of an Independent Director of the Company.

In the opinion of the Board, Shri Damodharan Neelam fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, and knowledge.

Details of Shri Damodharan Neelam, 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 are provided herein below -

Age (Completed Years)	62 Years
Qualification	B. Sc (Agri), Diploma in Financial Management, CAIIB
Experience & Expertise in specific functional areas / Brief Profile	Shri Damodharan Neelam has over 33 years of experience in Banking with Bank of Baroda in various capacities & positions including as General Manager (International Operations), General Manger/Zonal Head (South Zone), Regional Manager &, Asst. General Manger (MSME) - Corporate Office, Branch Head for 6 very large branches of Bank across India. He had also been a Director in the subsidiary Companies of Bank of Baroda and Bank of India. He was also appointed as ED in Bank of India from Feb., 2017 to Nov. 2019 where various assignments like retail banking, credit monitoring, recovery, and collection, HRM/HRD matters, ALM Matters were handled by him. Shri Damodharan Neelam had handled Credit Segment of the bank for more than a decade including Policy & Process formulation and in various other capacities. He had also been Non-Executive Director in the Board of New India Assurance Co. Ltd. from August, 2017 to October, 2019.
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	He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board along with Memento/gift (if any) of nominal amount as token of appreciation for services/guidance etc. to the Management of the company.
Date of first appointment in the Board	Effective from October 21, 2022

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)
Number of Board Meetings attended during the financial year (FY 2022-23)	1 out of 1 Board Meeting held since his appointment.
Rational for recommending the appointment / Skills and capabilities required for the role and the manner in which such requirements are met	Industry Experience, Leadership, Risk Management, Managerial skills were the key factors which were considered and identified by the Nomination and Remuneration Committee and Board for the said role. Considering his rich experience of more than 33 years in the Banking and Finance segment, in the opinion of the Board Shri Damodharan Neelam meets such requirements.
Details of Past Directorship in listed entities (In last 3 years)	Nil

The other current Directorships / Committee memberships of Shri Damodharan Neelam are as follows:

Name of the Company	Board Membership	Committee Membership (Audit / Stakeholders Relationship Committee)
Nainital Bank Ltd	Independent Director	Nil

Save and except Shri Damodharan Neelam, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

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

Item No. 2: Appointment of Smt. Neerja Kapur (DIN No. 09733917) as Non-Executive Director.

Smt. Neerja Kapur 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. Neerja Kapur as Non-Executive Director of the Company and Company has also received a notice under Section 160 of the Act from a shareholder proposing her candidature for the office of Non -executive Director of the Company.

Details of Smt. Neerja Kapur 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 are provided herein below –

Age (Completed Years)	58 Years
Qualification	Post Graduate in Commerce, Fellow of the Insurance Institute of India
Experience & Expertise in specific functional areas / Brief Profile	Smt. Neerja Kapur joined New India Assurance Co. Ltd., as a Direct Recruit Officer in the year 1986 and during these years, she worked in various capacities including as that of In-charge of various operational offices at Branch, Divisional Offices and Regional Offices and as General Manager in Head Office at Mumbai. She has also headed New India Assurance London office for 3 years. Subsequent to the order of Ministry of Finance dated 11th September,2022, she joined as CMD, New India Assurance Co. Ltd. on 12th September,2022. She is known for her in-depth knowledge of the subject also for the human touch she lends to her assignment. She has had a very successful career where she delivered exceedingly well in her various assignments. She has keen customer-centric approach and completely devotes herself to her duties. She has been nominated on our Board by The New India Assurance Co. Ltd.

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	No sitting fee is paid to Non-Executive Director 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 is given to Director.
Date of first appointment in the Board	Effective from November 7, 2022
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).
Number of Board Meeting(s) attended during the financial year (FY 2022-23)	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	Leadership, Managerial skills, HR Management, Accounts & Finance Expertise 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 listed entities (In last 3 years)	Nil

The other current Directorships / Committee memberships of **Smt. Neerja Kapur** are as follows:

Name of the Company	Board Membership	Committee Membership (Audit / Stakeholders Relationship Committee)
The New India Assurance Company Ltd.	Chairman Cum Managing Director	Stakeholders Relationship Committee - Member

Save and except Smt. Neerja Kapur, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

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

Item No. 3: Appointment of Shri Paul Lobo (DIN09787223) as Managing Director & CEO.

Shri Paul Lobo 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 Paul Lobo as Managing Director & CEO of the Company and Company has also received a notice under Section 160 of the Act from a shareholder proposing his candidature for the office of Managing Director & CEO of the Company.

Age (Completed Years)	57 Years
Qualification	MBA
Experience & Expertise in specific functional areas / Brief Profile	Shri Paul A. Lobo holds a B.Com degree from the Mumbai University and MBA (Finance) from IGNOU. He is also a Fellow member of the Insurance Institute of India. Over a career spanning more than 36 years at the General Insurance Corporation of India, he has held various portfolios covering Information Technology, Finance, Marketing, Miscellaneous and Liability Reinsurance, Life Reinsurance, Investment Mid and Back Operations and NPA cell.
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	He is entitled to remuneration in accordance with the Service Regulations applicable in the pay scale for General Manger cadre of General Insurance Corporation of India, with any modifications, revisions, thereof, if any that might take place from time to time, and also eligible for perquisites, allowances, performance incentives and other benefits etc. (including any modifications, revisions, thereof, if any as approved by the Board from time to time) as applicable for the post of Managing Director & CEO in our Company subject to ceiling limits prescribed in Schedule V of the Companies Act, 2013. Memento/gift (if any) of nominal amount as token of appreciation for services/guidance will also be given to him.
Date of first appointment in the Board	Effective from November 15, 2022
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 with the Board members namely Shri Devesh Srivastava, Chairman -Non-Executive Director (CMD-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 2022-23)	Nil
Rational for recommending the appointment / Skills and capabilities required for the role and the manner in which such requirements are met	Leadership, Managerial skills, HR Management, IT, Accounts & Finance Expertise 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 listed entities (In last 3 years)	Nil

The other current Directorships / Committee memberships of **Shri Paul Lobo** are as follows:

Name of the Company	Board Membership	Committee Membership (Audit / Stakeholders Relationship Committee)
Nil		

Save and except Shri Paul Lobo, none of the Directors except with the Board members namely Shri Devesh Srivastava (Chairman -Non-Executive) and Shri Hitesh Joshi (Non-Executive Director) or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

The Board recommends the Resolution at Item No. 3 to be passed as an Ordinary Resolution.

By the order of the Board

For GIC Housing Finance Limited

Place: Mumbai
Date: November 14, 2022

Sd/-
Nutan Singh
Group Head & Company Secretary