



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 Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Companies (Management and Administration) Rules, 2014, (**“the Rules”**), 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 General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020 No. 33/2020 dated September 28, 2020 No. 39/2020 dated December 31, 2020 and No. 10/2021 dated January 23, 2021, issued by Ministry of Corporate Affairs (**Collectively referred to as “MCA Circulars”**) and subject to 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 resolutions set out hereinafter.

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, is annexed to this notice for your consideration.

SPECIAL BUSINESS(ES):

Item No. 1: Appointment of Shri Satyajit Tripathy (DIN No. 08681994) 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 Shri Satyajit Tripathy (DIN No. 08681994), who was appointed as an Additional Director of the Company pursuant to Article 127 of Articles of Association of the Company with effect from October 7, 2021 and who holds office upto the forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, is eligible for appointment as Non-Executive Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the Office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office shall be liable to retire by rotation.”

Item No. 2: Appointment of Shri Hitesh Joshi (DIN No. 09322218) 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 Shri Hitesh Joshi (DIN No. 09322218), who was appointed as an Additional Director of the Company pursuant to Article 127 of Articles of Association of the Company with effect from October 7, 2021 and who holds office upto the forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, is eligible for appointment as Non-Executive Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the Office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office shall be liable to retire by rotation.”

By the order of the Board

For GIC Housing Finance Limited

Place: Mumbai
Date: October 29, 2021

Sd/-
Nutan Singh
Group Executive & Company Secretary

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Resolutions is appended herein and forms part of this Notice.
2. In view of the ongoing COVID-19 pandemic and the extant provisions of MCA circulars, 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 19, 2021 (**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. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same by sending an e-mail to our RTA M/s. KFin Technologies Pvt. Ltd. (**Kfintech**) at 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 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. 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 19, 2021 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 Pvt. Ltd. to provide the remote e-voting facility to its Members.
7. Shri Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., 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 19, 2021 (Friday)
Commencement of Remote e-Voting	November 25, 2021 (Thursday) (at 9. 00 am)
Completion of Remote e-Voting	December 24, 2021 (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 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 –

- (i) Individual Shareholders holding shares of the Company in Demat mode;
- (ii) Shareholders other than Individuals holding shares of the Company in Demat mode; and
- (iii) 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 resolutions proposed to be considered through Postal Ballot by electronic means through remote e-voting services arranged by M/s. KFin Technologies Pvt. 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, <ol style="list-style-type: none"> 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 Private 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 on Phone No. 040-6716 2222 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., Friday, December 24, 2021, subject to receipt of the requisite number of votes in favour of the Resolutions.
 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 **bseindia.com** and **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:

Item No. 1: Appointment of Shri Satyajit Tripathy (DIN No. 08681994) as Non-Executive Director.

Shri Satyajit Tripathy (DIN No. 08681994) aged 57 years, is Bachelors of Science (Agriculture) from Orissa University of Agriculture and Technology, a post-graduate diploma in Management from Xavier Institute of Management, Bhubaneswar (XIMB) and he is also a member of Insurance Institute of India. He is having 32 years of rich experience. He started his career with GIC-Re as Direct Recruit officer of 1988 batch. During his tenure, he has served various positions and handled various portfolios including Investment Accounts, Operations, Back-office, Insurance / Re-insurance etc. He has also served as General Manager & Director of The New India Assurance Co. Ltd. Before his elevation to United India Insurance Co. Ltd. as Chairman-cum-Managing Director.

The appointment of Shri Satyajit Tripathy was recommended by Nomination and Remuneration Committee of the Company. The Company has received a notice in writing from a Member as per section 160 of Companies Act, 2013 proposing the candidature of Shri Satyajit Tripathy, as Non-Executive Director whose period of office shall be liable to retire by rotation. The other Directorships/ Committee memberships of Shri Satyajit Tripathy are as follows:

Name of the Company	Board Membership	Statutory Committee Membership
United India Insurance Co. Ltd.	CMD	NIL
Agriculture Insurance Company of India Ltd.	Director	NIL
Health Insurance TPA of India Limited	Director	NIL

Shri Satyajit Tripathy does not hold any share in the Company. None of the Directors are related inter-se. Save and except Shri Satyajit Tripathy 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 an Ordinary Resolution.

Item No. 2: Appointment of Shri Hitesh Joshi (DIN No. 09322218) as Non-Executive Director.

Shri Hitesh Joshi (DIN No. 09322218) aged 53 years, is a post-graduate in Accounts from Mumbai University and holds Masters in Financial Management from Jamnalal Bajaj Institute of Management Studies. He is also a Fellow of the Insurance Institute of India. He has joined General Insurance Corporation of India in July, 1990 and has served different departments of the Corporation in various capacities. He has handled assignments pertaining to Investment Accounts, Internal Audit, Budgetary Control, Property & Aviation Underwriting, Claims, Finance and Retrocession.

The appointment of Shri Hitesh Joshi was recommended by Nomination and Remuneration Committee of the Company. The Company has received a notice in writing from a Member as per section 160 of Companies Act, 2013 proposing the candidature of Shri Hitesh Joshi, as Non-Executive Director whose period of office shall be liable to retire by rotation.

The other Directorships/ Committee memberships of Shri Hitesh Joshi are as follows:

Name of the Company	Board Membership	Statutory Committee Membership
	NIL	

Shri Hitesh Joshi does not hold any share in the Company. None of the Directors are related inter-se except to the extent of their employment in common company(ies). Save and except Shri Hitesh Joshi 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.

By the order of the Board

For GIC Housing Finance Limited

Place: Mumbai
Date: October 29, 2021

Sd/-
Nutan Singh
Group Executive & Company Secretary