



GIC HOUSING FINANCE LIMITED

(CIN L65922MH1989PLC054583)

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

Email:corporate@gichf.com/Tel.:2285 1765 (5 lines)/Fax-022 2288 4985 / 22880173

POSTAL BALLOT NOTICE

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

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, ("the Rules") 2014, including any statutory modification or re-enactment thereof for the time being in force, Company seeks approval of its Members for the proposed ordinary resolution through Postal Ballot which includes Voting by Electronic Means also. Explanatory Statement setting out material facts pursuant to Section 102 of the Act is annexed to this notice along with a Postal Ballot Form.

The Company has appointed Shri Makrand M. Joshi, Partner of M/s Makrand M. Joshi & Co. Practicing Company Secretary as "Scrutinizer" to receive and scrutinize the complete Ballot Forms received from the Members and also to scrutinize the E-Voting process in fair and transparent manner.

Please read carefully the instructions printed on the Notice and on Postal Ballot Form and return the form duly completed in all aspects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 5.00 P.M. on Tuesday, 23rd October, 2018. The Forms received after the aforesaid date will be treated as not received at all and as if no reply has been received from such Member.

Further, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder, the Company is providing E-voting facility to all its Members through Karvy E-voting platform to enable the Members to cast their votes electronically along with ballot facility.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mrs. Neera Saxena as Managing Director & CEO.

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

"RESOLVED THAT Mrs. Neera Saxena , who was appointed as an Additional Director of the Company pursuant to the Article 111 of Articles of Association of the Company with effect from 3rd August, 2018 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 Managing Director & CEO 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."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 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 through Postal Ballot and any other approvals, as may be applicable, Mrs. Neera Saxena be and is hereby appointed as Managing Director & CEO, on and from 3rd August, 2018 for an initial period of two years or up to her extended period of deputation if any at the remuneration she is entitled to in accordance with the Service Regulations applicable for General Manger cadre of United India Insurance Company Ltd. with any modifications, revisions, thereof, if any that might take place from time to time, and also eligible for perquisites and performance incentives as applicable for the post of Managing Director & CEO in our Company subject to ceiling limits prescribed by Schedule V of the Companies Act, 2013."

By the order of the Board

For GIC Housing Finance Limited

Place: Mumbai
Date: 3rd August,2018

Sd/-
S. Sridharan
Sr. Vice President & 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 Special Business is appended herein.
2. The notice along with the Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear on the Register of Members/List of beneficial owners as received from National Securities Depository Limited (“NSDL”) and/or Central Depository Services (India) Limited (“CDSL”) as on **Friday, 7th September, 2018**. Additionally, the same is also being sent electronically to all the Members, whose Email IDs are registered with the Company/Depository Participant(s).
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 7th September, 2018** will be considered for the purpose of voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Company is pleased to offer additional E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with **Karvy Computershare Pvt. Ltd.** for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot form. Please note that E-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot.
5. Members while exercising their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before **Tuesday, 23rd October, 2018 at 5.00 p.m.** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).
6. Shri Makrand M. Joshi, Partner of M/s. Makrand M. Joshi & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to receive and scrutinize the completed Ballot Forms received from the Members and also to scrutinize the E-voting process in a fair and transparent manner. The Postal Ballot form and the business reply envelopes are enclosed for use of the Members.
7. The Notice of Postal Ballot will be available on the Company’s website at **www.gichfindia.com** and on the website of the Karvy **https://evoting.karvy.com** for inspection and downloading by the Members of the Company.
 - 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 **7th September, 2018**.
 - b) Members can vote for their entire voting rights as per their discretion. The voting period ends on the close of working hours (i.e. 05:00 p.m.) on **23rd October, 2018**.
 - c) There will be one Postal Ballot Form/E-voting for every Client ID No./ Folio No., irrespective of the number of joint holders.
 - d) Voting rights in the Postal Ballot/E-voting cannot be exercised by a proxy.
 - e) A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through ballot form. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and voting through ballot form shall be treated as invalid.
 - f) Members voting through the physical Postal Ballot forms are requested to carefully read the instructions given therein.
8. **General Instructions for voting :**
 - (a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Anil Dalvi, at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
 - (b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- (c) The remote e-voting period commences on **Monday, 24th September, 2018 (9.00 A.M. IST)** and ends on **Tuesday, 23rd October, 2018 (5.00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 7th September, 2018**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (d) In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for E-voting i.e., 24th September, 2018, he/she may obtain the User ID and Password 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
- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:
MYEPWD <SPACE> 1402345612345678
- Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- (ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of **https://evoting.karvy.com**, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

9. Procedure for voting through electronic mode:

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. 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 Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., **“GIC Housing Finance Limited_4298**.
- vii. 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 “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, 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.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI 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 email **gichfl1234@gmail.com** with a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format "**GIC Housing Finance Limited_4298**".

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- I. E-Voting Event Number , User ID and Password is provided in the Postal ballot form.
 - II. Please follow all steps from Sl. No. (i) to (xi) above to cast your vote by electronic means.
- 10.** The results of Postal Ballot will be announced on or before Friday, **26th October, 2018** 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 where the Company's shares are listed and displayed on the Company's website i.e. at www.gichfindia.com and on the website of Karvy <https://evoting.karvy.com> within 2 two working days of passing the resolution.
- 11.** The date of declaration of the result of the Postal Ballot and e-voting shall be taken to be the date of passing of the said Resolutions by the Members of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013:

Item No. 1: Appointment of Mrs. Neera Saxena as Managing Director & CEO.

The Board of Directors of the Company appointed Mrs. Neera Saxena as an Additional Director w.e.f. 3rd August, 2018 and then as Managing Director & CEO as per Article 116 of the Articles of Association of the Company for an initial period for two years or up to her extended period of deputation if any at the remuneration she is entitled to in accordance with the Service Regulations applicable for General Manger cadre of United India Insurance Company Limited with any modifications, revisions, thereof, if any that might take place from time to time, and also eligible for perquisites and performance incentives as applicable for the post of Managing Director & CEO in our Company subject to ceiling limits prescribed by Schedule V to the Companies Act, 2013. Your Directors believe that this appointment would be in the best interest of the Company and accordingly recommended the passing of the resolution proposed at item no. 1.

Mrs. Neera Saxena aged 56 years is a post graduate in Agriculture from Pusa Institute, Delhi. She is a Direct Recruit Officer of 1986 generalist batch of New India Assurance Company Ltd and has completed her Associate ship from Insurance Institute of India. She has worked in various Offices Pan India including Operational Offices at Branches and Divisions and made them Profit centres. Prior to the present posting, she was DGM Health and Miscellaneous Technical and Liability at New India Assurance Co. Ltd, Corporate Office at Mumbai. She was recently promoted to the cadre of General Manager and after joining United India Insurance Company Ltd., has been deputed to GIC Housing Finance Limited as Managing Director & CEO.

Save and except Mrs. Neera Saxena, 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 set forth in Item No.1 for the approval of the Members.