

PROCEEDINGS OF 32nd AGM OF THE COMPANY

32nd Annual General Meeting of the Members of the Company was held on Friday 23rd September, 2022 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) and SEBI due to outbreak of COVID 19 Pandemic 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 NSR Chandra Prasad, Independent Director
3. Shri A. K. Saxena, Independent Director
4. Smt. Rani Singh Nair, Independent Director
5. Shri Vaijinath M Gavarshetty, Independent Director
6. Shri Kishore Garimella, Independent Director
7. Shri S. J. Krishnan, Independent Director
8. Smt. G. Shobha Reddy, MD & CEO (Attended in person at HO)

Ms. Nutan Singh, Company Secretary welcomed the Chairman, Board of Directors, Statutory Auditor, Secretarial Auditor and Shareholders present through Video Conferencing at the 32nd AGM of the Company and introduced herself. She also informed that as per article 99 of the Articles of Association of the Company, Chairman of the Board of Directors of the Company ("Board") will preside the chair at 32nd AGM of the Company.

Thereafter, Company Secretary introduced the Board Members along with their location details. Total Fifty-Eight (58) 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 virtual inspections during this AGM. Company Secretary informed that in compliance with MCA & SEBI circulars, Shareholders were provided facility to join the meeting through VC/ Other Audio Visual Means basis. It was informed that Audit reports of Statutory Auditors did not contain any qualification or adverse remark and accordingly with the permission of members, same is taken as read. The Notice of the meeting and annual report have already been sent to members are taken as read. The Notice of AGM contains 7 items for shareholders' approval. Company Secretary further informed to the Members that as the meeting is being conducted through VC today and resolutions have already been put to vote through remote e-voting, the requirement to propose and second the resolution is 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 Company Secretary requested Smt. G. Shobha Reddy, Managing Director & CEO to brief the Shareholders about the performance of the Company for the year ended 31st March, 2022 and also about the future plans of the Company. Managing Director & CEO then briefed the shareholders about the financial & Operational highlights of the company.

Thereafter, the following businesses as set out in the Notice of 32nd AGM dated 23rd September, 2022 convening the AGM were considered:

1. To receive, consider and adopt the –
 - (a) Audited annual standalone financial statements for the year ended March 31, 2022 together with the Reports of the Directors and Auditors thereon.
 - (b) Audited annual consolidated financial statements for the year ended March 31, 2022 together with the Report of the Auditors thereon.
2. Declaration of Dividend for the year ended March 31, 2022.
3. Re-appointment of Director, Shri Anjan Dey (DIN 09107033) as Non-Executive Director.
4. Re-appointment of Director, Smt. Suchita Gupta (DIN 08697650) as Non-Executive Director.
5. Appointment of M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Reg. No. 101647W) as Statutory Auditors.
6. Approval for re-appointment of Shri A. K. Saxena (DIN No. 05308801) as Independent Director.
7. Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds upto an aggregate limit of Rs. 2,500 crores.

Item no.6 and 7 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. Further, Managing Director & CEO answered all the queries as raised by the shareholders and also informed that separate replies will be sent via mail to shareholders 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 same will also be updated on the website of the Company.

The meeting commenced at 11.30 A.M. (IST) and concluded at 12.34 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.

