

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (T) 022-21678100

### Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the 32<sup>nd</sup> Annual General Meeting (AGM)

To,  
Mr. Devesh Srivastava,  
Chairman  
**GIC Housing Finance Limited**  
6th Floor, National Insurance Building,  
14, Jamshedji Tata Road, Churchgate,  
Mumbai 400020, Maharashtra.

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 32<sup>nd</sup> Annual General Meeting (AGM) of the shareholders of the Company, held on Friday, September 23, 2022 at 11.30 a.m. through video conferencing ("VC") /other audio-visual means ("OVAM") in terms of provisions of the Companies Act, 2013 (hereinafter the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on May 18, 2022, to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic voting at the AGM** under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 32<sup>nd</sup> AGM held on Friday, September 23, 2022 at 11.30 a.m.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice convening the 32<sup>nd</sup> AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated April 8, 2020, April 13, 2020, December 8, 2021 and May 5, 2022, and SEBI Circular dated May 12, 2020, September 28, 2020, January 15, 2021 and May 13, 2022 and applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on August 25, 2022 only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday August 19, 2022 (Cut-off date).

- C. The Company had appointed M/s. KFIN Technologies Limited ("KFin") for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by KFin for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, September 19, 2022 (09.00 a.m. IST) and ended on Thursday, September 22, 2022 (5.00 p.m. IST) and remote e-voting portal was blocked by KFin for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM, I have issued this Scrutinizer's Report dated September 26, 2022.

<b>Date of AGM</b>	September 23, 2022
<b>Total number of shareholders on record date (i.e., as on September 16, 2022)</b>	62,010
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	0
Public	0
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	5
Public	53



**Resolution Item No. 1 - Ordinary Resolution:**

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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{(1)}\times 100$	[4]	[5]	$[6]=\frac{[4]}{(2)}\times 100$	$[7]=\frac{[5]}{(2)}\times 100$
1	Promoter and Promoter Group	Remote E-Voting	2,28,36,839	2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	44,23,791	41,05,150	92.80	41,05,150	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		41,05,150	92.80	41,05,150	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	2,65,90,436	1,06,649	0.40	1,05,528	1,121	98.95	1.05
		E-Voting at AGM		341	0.00	167	174	48.98	51.03
		Total		1,06,990	0.40	1,05,695	1,295	98.79	1.21
Total			5,38,51,066	2,70,48,979	50.23	2,70,47,684	1,295	99.99	0.01

**Resolution Item No. 2 - Ordinary Resolution:**

To declare dividend of Rs. 4.5/- per Equity Shares (i.e. 45%) for the financial year ended March 31, 2022.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)]*10 0	[7]=[5]/ (2)]*100
1	Promoter and Promoter Group	Remote E-Voting	2,28,36,839	2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	44,23,791	41,10,232	92.91	41,10,232	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		41,10,232	92.91	41,10,232	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	2,65,90,436	1,06,651	0.40	1,05,530	1,121	98.95	1.05
		E-Voting at AGM		341	0.00	167	174	48.98	51.03
		Total		1,06,992	0.40	1,05,697	1,295	98.79	1.21
Total			5,38,51,066	2,70,54,063	50.24	2,70,52,768	1,295	99.99	0.001

**Resolution Item No. 3 - Ordinary Resolution:**

To re-appoint a Director in place of Shri Anjan Dey (DIN 09107033) who retires by rotation and, being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{(1)} \times 100$	[4]	[5]	$[6]=\frac{[4]}{(2)} \times 100$	$[7]=\frac{[5]}{(2)} \times 100$
1	Promoter and Promoter Group	Remote E-Voting	2,28,36,839	2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	44,23,791	41,10,232	92.91	41,02,681	7,551	99.82	0.18
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		41,10,232	92.91	41,02,681	7,551	99.82	0.18
3	Public-Non- Institutional	Remote E-Voting	2,65,90,436	1,06,649	0.40	98,361	8,288	92.23	7.77
		E-Voting at AGM		341	0.00	167	174	48.97	51.03
		Total		1,06,990	0.40	98,528	8,462	92.09	7.91
Total			5,38,51,066	2,70,54,061	50.24	2,70,38,048	16,013	99.94	0.06



**Resolution Item No. 4 - Ordinary Resolution:**

To re-appoint a Director in place of Smt. Suchita Gupta (DIN 08697650) who retires by rotation and, being eligible, offers herself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	[3]=[ (2)/(1)] *100	[4]	[5]	[6]=[ (4)/(2)]*10 0	[7]=[ (5)/ (2)]*100
1	Promoter and Promoter Group	Remote E-Voting	2,28,36,839	2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	44,23,791	41,10,232	92.91	34,12,250	6,97,982	83.02	16.98
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		41,10,232	92.91	34,12,250	6,97,982	83.02	16.98
3	Public-Non- Institutional	Remote E-Voting	2,65,90,436	1,06,249	0.40	99,499	6,750	93.65	6.35
		E-Voting at AGM		341	0.00	167	174	48.97	51.03
		Total		1,06,590	0.40	99,666	6,924	93.50	6.50
Total			5,38,51,066	2,70,53,661	50.24	2,63,48,755	7,04,906	97.39	2.61

**Resolution Item No. 5 - Ordinary Resolution:**

To appoint M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Reg. No. 101647W) as Statutory Auditors for a period of 3 consecutive years from the conclusion of this 32nd Annual General till the conclusion of the 35th Annual General Meeting of the company.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	Remote E-Voting	2,28,36,839	2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	44,23,791	41,10,232	92.91	41,10,232	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		41,10,232	92.91	41,10,232	0	100.00	0.00
3	Public-Non-Institutional	Remote E-Voting	2,65,90,436	1,06,643	0.40	1,01,880	4,763	95.53	4.47
		E-Voting at AGM		341	0.00	167	174	48.97	51.03
		Total		1,06,984	0.40	1,02,047	4,937	95.39	4.61
Total			5,38,51,066	2,70,54,055	50.24	2,70,49,118	4,937	99.98	0.02

**Resolution Item No. 6 - Special Resolution:**

Approval for re-appointment of Shri A. K. Saxena (DIN No. 05308801) as Independent Director.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	Remote E-Voting	2,28,36,839	2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	44,23,791	41,10,232	92.91	41,10,232	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.0000
		Total		41,10,232	92.91	41,10,232	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	2,65,90,436	1,06,649	0.40	98,362	8,287	92.23	7.77
		E-Voting at AGM		341	0.00	167	174	48.97	51.03
		Total		1,06,990	0.40	98,529	8,461	92.09	7.91
Total			5,38,51,066	2,70,54,061	50.24	2,70,45,600	8,461	99.97	0.03



**Resolution Item No. 7 - Special Resolution:**

Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	Remote E-Voting	2,28,36,839	2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		2,28,36,839	100.00	2,28,36,839	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	44,23,791	41,10,232	92.91	41,10,232	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		41,10,232	92.91	41,10,232	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	2,65,90,436	1,06,470	0.40	1,05,349	1,121	98.95	1.05
		E-Voting at AGM		341	0.00	167	174	48.97	51.03
		Total		1,06,811	0.40	1,05,516	1,295	98.79	1.21
Total			5,38,51,066	2,70,53,882	50.24	2,70,52,587	1,295	99.99	0.01

F. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,  
Yours faithfully,

**For Makarand M. Joshi & Co.,  
Company Secretaries**

MAKARAND Digitally signed by  
MAKARAND  
MADHUSUD MADHUSUDAN JOSHI  
AN JOSHI Date: 2022.09.26  
16:50:14 +05'30'

**Makarand M. Joshi**  
Partner  
FCS: 5533  
CP: 3662  
PR: 640/2019  
UDIN: F005533D001046155  
Place: Mumbai  
Date: September 26, 2022

**For GIC Housing Finance Limited**

**NUTAN** Digitally signed  
by NUTAN SINGH  
**SINGH** Date: 2022.09.26  
17:08:29 +05'30'

**Nutan Singh**  
Group Head & Company Secretary  
Authorised Representative  
Place: Mumbai  
Date: September 26, 2022