



## GIC HOUSING FINANCE LIMITED

(CIN L65922MH1989PLC054583)

Reg. Off.: National Insurance Building, 6<sup>th</sup> Floor, 14, Jamshedji Tata Road, Churchgate, Mumbai - 400020

Email: [corporate@gichf.com](mailto:corporate@gichf.com) / [investors@gichf.com](mailto:investors@gichf.com) Tel.: 022-43041900

Website: [www.gichfindia.com](http://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 read with Section 108 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. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circular") [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") read with SEBI Circular dated October 07, 2023 issued by the Securities and Exchange Board of India (hereinafter referred to as 'SEBI Circular'), 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 the Listing Regulations is annexed to this notice for your consideration.

#### SPECIAL BUSINESS(ES):

##### Item No. 1: Appointment of Smt. Girija Subramanian (DIN 09196957) as a 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 ("Act") 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) ("Rules") 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. Girija Subramanian (DIN 09196957)** who was appointed as an Additional Director (Non-Executive, Non-Independent Director) by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee on August 06, 2024 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 Board of Directors be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Officials of the Company, to give effect to the aforesaid Resolution."

**Registered Office:**  
National Insurance Building,  
6<sup>th</sup> Floor, 14, Jamshedji Tata Road,  
Churchgate, Mumbai 400020

**Place: Mumbai**  
**Date: August 06, 2024**

**By the order of the Board**

**Sd/-**  
**Nutan Singh**  
**Group Head & Company Secretary**  
**Membership No.: A27436**

## Notes:

1. Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Explanatory Statement setting out material facts and reasons for the proposed Resolution is appended herein and forms part of this Notice.
2. In accordance with the extant provisions of MCA circular(s) and SEBI 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, August 09, 2024 (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. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, 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. (KFin) either in physical form or by sending an email at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com). Members may download the form ISR-1 from Investor Information & Download section on the website of our company at <https://gichfindia.com/Investors%20Information%20&%20Compliances.php> or from the website of our RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. 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, August 09, 2024** 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 including register of members/directors and other statutory registers as per the provisions of the Companies Act, 2013, 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](mailto: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 whom, 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin 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. | August 09, 2024 (Friday)                             |
| Commencement of Remote e-Voting  | August 15, 2024 (Thursday) (at 9.00 am)              |
| Completion of Remote e-Voting  | September 13, 2024 (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 KFin 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/PoD2/CIR/P/2023/120 dated July 11, 2023, 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       | <b>Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b>  | <b>Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b>   |
| a)      | Visit URL:<br><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>  | Visit URL :<br><a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a><br>or <a href="http://www.cdslindia.com">www.cdslindia.com</a>   |
| b)      | Click on the <b>“Beneficial Owner”</b> icon under “Login” under “IDeAS” section.   | Click on <b>“New System Myeasi”</b> icon/ Login to Myeasi option under Quick Login.   |
| c)      | On the new page, enter your User ID and Password. Post successful authentication, click on <b>“Access to e-voting”</b> .   | Login with your Registered User ID and Password.  |
| d)      | You will see Company Name: <b>“GIC Housing Finance Limited”</b> on the next screen. Click on the e-voting link available against <b>“GIC Housing Finance Limited”</b> or select e-voting service provider <b>“KFin”</b> and you will be re-directed to the e-voting page of <b>KFin</b> to cast your vote without any further authentication, during the remote e-voting period. | You will see Company Name <b>“GIC Housing Finance Limited”</b> on the next screen. Click on the e-voting link available against <b>“GIC Housing Finance Limited”</b> or select e-voting service provider <b>“KFin”</b> and you will be re-directed to the e-voting page of <b>KFin</b> to cast your vote without any further authentication, during the remote e-voting period. |
| 2       | <b>Users not registered for IDeAS e-Services facility of NSDL:</b>   | <b>Users not registered for Easi/Easiest facility of CDSL:</b>  |
| a)      | To register click on the link <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>  | Option to register is available at: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>   |

|          |   |  |
|----------|---|--|
| b)       | Select “ <b>Register Online for IDeAS</b> ” or click on the link:<br><a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>  | 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.  |  |
| <b>3</b> | <b>Users may directly access the e-voting module of NSDL as per the following procedure:</b>  | <b>Users may directly access the e-voting module of CDSL as per the following procedure:</b>   |
| a)       | Visit URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a>  | Visit URL:<br><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>  |
| b)       | Click on the “ <b>Login</b> ” icon which is available under “ <b>Shareholder/Member</b> ” 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,<br><br>1. Through typing Password (in case you are registered on NSDL’s e-voting platform) or;<br><br>2. Through generation of OTP (in case your mobile/e-mail address is registered in your demat account)<br><br>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 “ <b>Active e-Voting Cycles/ VC or OAVMs</b> ” option under E-voting. You will see Company Name: “ <b>GIC Housing Finance Limited</b> ” on the next screen. Click on the e-voting link available against <b>GIC Housing Finance Limited</b> or select e-Voting service provider “ <b>KFin</b> ” and you will be re-directed to the e-voting page of KFin 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 “ <b>GIC Housing Finance Limited</b> ” or select E-Voting Service Provider “ <b>KFintech</b> ” 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 “ <b>e-voting</b> ” will be available once you have successfully logged-in through your respective logins. Click on the option “ <b>e-voting</b> ” 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: “ <b>GIC Housing Finance Limited</b> ” or E-Voting Service Provider – “ <b>KFin</b> ”.  |
| 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.

| <b>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:</b> |   |
|--|---|
| <b>Login type</b>  | <b>Helpdesk details</b>   |
| Securities held with NSDL  | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022- 4886 7000 and 022-2499 7000.                            |
| Securities held with CDSL  | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 KFin which includes details of E-Voting Event Number (EVEN), User ID and Password:  |
| a) | Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>   |
| b) | Enter the login credentials (i.e. User ID and Password).<br><br>In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number.<br>In case of Demat account, User ID will be your DP ID and Client ID.<br><br>However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.  |
| c) | After entering these details appropriately, click on <b>“LOGIN”</b> .  |
| 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 <b>GIC Housing Finance Limited</b> .   |
| 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 <b>“Submit”</b> .  |
| 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).   |

|    |  |
|----|--|
| 1) | 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: <a href="mailto:cs.gichf@gmail.com">cs.gichf@gmail.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> and to the Company at <a href="mailto:investors@gichf.com">investors@gichf.com</a> . 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. | <b>In case of Members who have not registered their email addresses with the Company/ Depository Participant(s):</b>   |
| 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/update their email address and mobile number by sending Form ISR-1 (available on the website of the company and RTA at the link provided in note no. 3 of postal ballot notice) to the RTA of the Company.  |
| 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+ Folio No. or DP ID Client ID to +91 9212993399. In case of Physical folio, prefix folio with Event no.

Example (Electronic): MYEPWD IN12345612345678

Example (Physical): MYEPWD xxxx1234567 (where xxxx is EVEN and 1234567 is folio no.).

- 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/> a Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members may send an email request to [evoting@kfintech.com](mailto:evoting@kfintech.com) If the Member is already registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.

**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](mailto:investors@gichf.com) or contact –**

**Mr. Anil Dalvi / Mr. Nagesh Govu**

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,  
Telephone: + 91 - 40 6716 1631 / +91 40 67161503,  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [govu.nagesh@kfintech.com](mailto:govu.nagesh@kfintech.com)

**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, September 13, 2024, 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 in case of his unavailability 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and same will also be displayed on the Company’s website i.e. at [www.gichfindia.com](http://www.gichfindia.com) and on the website of KFin <https://evoting.kfintech.com>**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF LISTING REGULATIONS:**

The Board of Directors of the Company, based on the recommendation 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 Smt. Girija Subramanian (DIN 09196957) as an Additional Director (Non-Executive – Non-Independent Director) subject to approval of shareholders of the company.

In terms of the Regulation 17(1C) of the Listing Regulations, 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 Smt. Girija Subramanian (DIN 09196957) would require the approval of the shareholders of the company within a period of 3 (three) months of her appointment.

**Item No. 1: Appointment of Smt. Girija Subramanian (DIN 09196957) as a Non-Executive Director.**

Smt. Girija Subramanian (DIN 09196957) 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. She has also confirmed to meet the Fit & Proper Criteria as per Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. The Nomination and Remuneration Committee of the company has recommended the appointment of Smt. Girija Subramanian as a Non-Executive Director of the Company and the Company has also received a notice under Section 160 of the Act from a shareholder proposing her candidature for the office of a Non -Executive Director of the Company.

Details 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 in respect of appointment of Smt. Girija Subramanian are provided herein below –

|   |   |
|---|---|
| Name of the Director & DIN  | Smt. Girija Subramanian (DIN 09196957)  |
| Age (Completed Years)   | 58 Years  |
| Nationality   | Indian  |
| Qualification   | Bachelor's degree in Statistics. She is a Fellow member of the Insurance Institute of India and also an Associate member of the Chartered Insurance Institute, London.  |
| Experience & Expertise in specific functional areas / Brief Profile                   | Smt. Girija Subramanian holds a bachelor's degree in Statistics. She is a Fellow member of the Insurance Institute of India and also an Associate member of the Chartered Insurance Institute, London. Smt. Subramanian started her career as a Direct Recruit Officer in GIC Re in 1988. In a career spanning over 34 years, she worked in reinsurance departments across various lines of business, the most prominent ones being Aviation, Life, Health and Property classes. Smt. Subramanian was the CMD of AIC of India (from September 2022) before assuming charge as CMD, The New India Assurance. She has been nominated on our Board by The New India Assurance Company 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               | Non-Executive – Non Independent Directors are not paid any remuneration including sitting fees 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 are given to all the Director(s).   |
| Date of first appointment in the Board  | August 06, 2024   |
| 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 2024-25)            | Not Applicable  |

|   |  |
|---|--|
| Rational for recommending the appointment / Skills and capabilities required for the role and the manner in which such requirements are met | Accounts & Finance, Taxation, Information Technology, Marketing, HR 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 equity listed entities (In last 3 years)  | Nil  |

The other current Directorships / Committee memberships of **Smt. Girija Subramanian** are as follows:

| <b>Name of the Company</b>                  | <b>Board Membership</b>           | <b>Committee Membership<br/>(Audit / Stakeholders Relationship Committee)</b> |
|---|-----------------------------------|---|
| The New India Assurance Company Limited     | Chairman Cum<br>Managing Director | Stakeholders Relationship Committee -<br>Member                               |
| Agriculture Insurance Company of India Ltd. | Director                          | -   |

The Articles of Association as mentioned in the Resolution stated in Item No. 1 of the Notice is available for inspection only in electronic format. Members can inspect the same by sending an email at [investors@gichf.com](mailto:investors@gichf.com).

Save and except Smt. Girija Subramanian, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in anyway concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution set forth at Item No. 1 to be passed as an Ordinary Resolution.

**By the order of the Board**

**Registered Office:**  
National Insurance Building,  
6<sup>th</sup> Floor, 14, Jamshedji Tata Road,  
Churchgate, Mumbai 400020

**Place: Mumbai**  
**Date: August 06, 2024**

**Sd/-**  
**Nutan Singh**  
**Group Head & Company Secretary**  
**Membership No.: A27436**