GIC HOUSING FINANCE LTD.

GICHFL/SEC/2026-27 **August 27, 2026**

To,

National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051. **Scrip Code : GICHSGFIN**

Dear Sir,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Submission of Postal Ballot Notice.

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the explanatory statement thereto which is sent to the Members of our Company today i.e. on Thursday, August 27, 2026 for seeking their approval as per Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, for the following matters:

Particulars	**Type of Resolution**
Appointment of Smt. Arumugam Manimekhalai (DIN: 08411575) as a Non-Executive Independent Director of the Company.	Special
Approval for Material Related Party Transactions with Promoter Group Companies.	Ordinary

The notice of postal ballot is being available on the website of the company at www.gichfindia.com and same is sent only through e-mail to all the Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, August 21, 2026 (the cut-off date) and to those Members who have registered their e-mail addresses with the Registrar and Share Transfer Agent ("RTA")/ Depository Participants. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-Voting only.

It is further informed that the remote e-Voting in respect of the resolutions contained in the Postal Ballot Notice will commence at 9:00 a.m. on August 28, 2026 (Friday) and end at 5:00 p.m. on September 26, 2026 (Saturday).

The Postal Ballot result would be submitted to the stock exchanges within 2 (two) working days of completion of voting period in accordance with the Listing Regulations.

Kindly take the same on record.

Thanking you,

Yours faithfully,
GOR RAJKUMAR UMEDLAL

Digitally signed by GOR RAJKUMAR UMEDLAL
Date: 2026.08.27 16:24:07 +05'30'

Raj Gor
Group Head & Company Secretary
Encl.: a/a

GIC HOUSING FINANCE LIMITED
(CIN L65922MH1989PLC054583)
Reg. Off.: National Insurance Building, 6th Floor, 14, Jamshedji Tata Road, Churchgate, Mumbai – 400020.
Email: corporate@gichf.com / investors@gichf.com I Tel.: 022-43041900 I 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 that 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. 03/2025 dated September 22, 2025 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 relevant circulars issued by SEBI, 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, Regulation 17(1) & 36(3) of the Listing Regulations and details as per Industry Standard on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions is annexed to this notice for your consideration.

SPECIAL BUSINESS(ES):

Item No. 1: Appointment of Smt. Arumugam Manimekhalai (DIN: 08411575) as a Non-Executive Independent Director of the Company.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Arumugam Manimekhalai (DIN: 08411575) who has been appointed as an Additional Director (Non-Executive–Independent Director) of the Company by the Board of Directors, on the recommendations of Nomination & Remuneration Committee w.e.f. September 26, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 & Regulation 17(1C) of SEBI (LODR) Regulations, 2015, read with Article 127 of Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of an Independent Director of the company, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for the first term of 5 (Five) consecutive years from September 26, 2026 to September 25, 2031."

"**RESOLVED FURTHER THAT** the Managing Director & CEO and/or Company Secretary be and is hereby severally authorised to file necessary forms/papers, to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2: Approval for Material Related Party Transactions with Promoter Group Companies.

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Company's Policy on Related Party Transactions and subject to such other approvals, permissions and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded for entering into and/or carrying out transactions with Promoter Group Companies, being Related Parties of the

Company, as detailed in the Explanatory Statement annexed hereto, in the ordinary course of business and on an arm's length basis, in connection with raising of funds through issuance of Non-Convertible Debentures (NCDs), payment of interest, redemption/repayment of principal, transactions arising on account of acquisition or holding of the Company's debt securities/instruments, availing/rendering of services and such other transactions as may be permitted under applicable laws, whether individually and/or collectively, up to an aggregate limit of Rs. 1,000 Crore (Rupees One Thousand Crore only), including the transactions already entered into during the financial year, for a period of one year from the date of passing of this Resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, expedient or incidental thereto and to delegate all or any of its powers herein conferred to any Director(s), Chief Executive Officer, Chief Financial Officer, Company Secretary or any other authorised official(s) of the Company for giving effect to this Resolution."

By the order of the Board

Sd/-
Raj Gor
Group Head & Company Secretary
Membership No.: A61669

Registered Office:
National Insurance Building,
6th Floor, 14, Jamshedji Tata Road,
Churchgate, Mumbai 400020.

Place: Mumbai
Date: August 12, 2026

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, Regulation 17(11) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Industry Standard on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions, the Explanatory Statement setting out material facts and reasons for the proposed Resolutions is appended herein and forms part of this Notice.

2. In accordance with the MCA General Circular No. 03/2025 dated September 22, 2025 and applicable 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 21, 2026 (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. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, 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 and ISR-2 to our RTA M/s. KFin Technologies Ltd. **(KFin)** either in physical form or by sending an email at einward.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, 21 2026** 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.

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 Vaibhav Dandawate, or failing whom, Ms. Deepti Kulkarni Partners at M/s Makarand M. Joshi & Co., Practicing Company Secretaries, have 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 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.	Friday, August 21, 2026
Commencement of Remote e-Voting	Friday, August 28, 2026 (at 9:00 A.M.)
Completion of Remote e-Voting	Saturday, September 26, 2026 (at 5:00 P.M.)
Declaration of Voting Results	On or before September 29, 2026 (Tuesday) by 5:00 P.M. (IST) [i.e. 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 will not be allowed beyond the above referred date & time and 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 the 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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (as amended), 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	**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/myeasitoken/home/login or www.cdslindia.com
b)	Click on the **"Beneficial Owner"** icon under "Login" under "IDeAS" section.	Click on **"My Easi New (Token)"** icon under Login section.
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 **"KFin"** and you will be re-directed to the e-voting page of **KFin** 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 **"KFin"** and you will be re-directed to the e-voting page of **KFin** 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/myeasitoken/home/login

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://evoting.cdslindia.com/Evoting/EvotingLogin or 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, 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 **"KFin"** 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 **"GIC Housing Finance Limited"** or select E-Voting Service Provider **"KFin"** and you will be re-directed to the e-voting page of **KFin** 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 – **"KFin".**
d)	You will be redirected to e-voting website of **KFin** 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.com or call at 022-4886 7000.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343333.

(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: https://evoting.kfintech.com/
b)	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 **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 **"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) at e-mail ID: investors@gichf.com with a copy to evoting@kfintech.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/update their email address and mobile number by sending Form ISR-1, ISR-2 (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, **KFin** 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 KFin 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. 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 KFin's website https://evoting.kfintech.com/ or send an email at investors@gichf.com or contact –

Mr. Praveen Chaturvedi
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 1635
E-mail: einward.ris@kfintech.com / praveen.chaturvedi@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., **Saturday, September 26, 2026**, 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 and www.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 **KFin** at https://evoting.kfintech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) and 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") has approved the appointment of Smt. Arumugam Manimekhalai (DIN: 08411575) as an Additional Director (Non-Executive 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. Arumugam Manimekhalai (DIN 08411575) would require the approval of the shareholders of the company within a period of 3 (three) months of her appointment.

Further, The Board of Directors of the Company, based on the recommendation of Audit Committee and pursuant to the provisions of the Companies Act, 2013 ("the Act") and Listing Regulations, has approved Material Related Party Transactions with Promoter Group Companies upto an aggregate limit of Rs. 1,000 Crores as an abundant caution and recommended the same to Shareholders for their Approval.

Item No. 1: Appointment of Smt. Arumugam Manimekhalai (DIN: 08411575) as a Non-Executive Independent Director of the Company.

Smt. Arumugam Manimekhalai (DIN: 08411575) 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 RBI Master Directions. The Nomination and Remuneration Committee of the company has recommended the appointment of Smt. Arumugam Manimekhalai (DIN: 08411575) as an Independent Director of the Company for a first term of 5 consecutive years with effect from September 26, 2026 to September 25, 2031 and in the opinion of the Board, Smt. Arumugam Manimekhalai fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and she is not debarred from holding the office of director by virtue of any order of SEBI/MCA or any Other statutory authorities. Further, the Company has also received a notice under Section 160 of the Act from a shareholder proposing her candidature for the office of an Independent 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. Arumugam Manimekhalai are provided herein below –

Name of the Director & DIN	Smt. Arumugam Manimekhalai (DIN: 08411575)
Age (Completed Years)	60 years
Nationality	Indian
Qualification	MBA (Marketing), Diploma in Human Resource Management, Certified Associate of the Indian Institute of Bankers (CAIIB)
Experience & Expertise in specific functional areas / Brief Profile	Smt. Arumugam Manimekhalai is a seasoned banker with over three decades of experience in the banking sector. She commenced her banking career in erstwhile Vijaya Bank in 1988 as an Officer and rose through the ranks by serving as Branch Head, Regional Head and Functional Head of various departments at the Corporate Office. During her distinguished career, she played a significant role in formulating and implementing strategic policies covering key areas such as strategic planning, organizational goal setting, growth strategies, compliance, internal controls and governance. She served as the Managing Director & CEO of Union Bank of India from 2022 to 2025. Prior to this, she held the position of Executive Director at Canara Bank, where she played a pivotal role in the successful amalgamation of Canara Bank and Syndicate Bank. Smt. Arumugam Manimekhalai has extensive Board-level experience, having served as Director on the Boards of Canbank Factors Ltd., Canbank Computer Services Ltd., Canara HSBC Oriental Bank of Commerce Life Insurance Co. Ltd., General Insurance Corporation of India and India Infrastructure Finance Company Ltd. She has also served as Trustee of Canara Robeco Asset Management Company. Further, she served as Chairperson of the Board of Union Bank of India (UK) Ltd. and as Director on the Board of Union Asset Management Company. As a member of various committees and working groups constituted by the Government of India, she has actively contributed to policy formulation in areas such as Regional Rural Banks, Financial Inclusion, Agriculture Value Chain Finance, Banking Correspondent ecosystem and measures for facilitating seamless credit flow to the Healthcare and Education sectors.

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	She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board along with Memento/gift (if any) of nominal amount as token of appreciation for services/guidance etc. to the Management of the company.
Date of first appointment in the Board	w.e.f. September 26, 2026
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 2026-27)	Not Applicable
Rational for recommending the appointment / Skills and capabilities required for the role and the manner in which such requirements are met	Her extensive experience in banking, finance, risk management, audit, internal control, governance and strategic leadership, would significantly strengthen the Board's oversight capabilities and contribute to the Company's long-term growth and governance framework.
Details of Past Directorship in equity/HVD listed entities (In last 3 years)	General Insurance Corporation of India – Independent Director

The other current Directorships / Committee memberships of **Smt. Arumugam Manimekhalai** are as follows:

Name of the Company	**Board Membership**	**Committee Membership (Audit / Stakeholders Relationship Committee)**
Muthoot Capital Services Limited	Non-Executive Independent Director	Audit Committee – Member Stakeholder Relationship Committee - Member

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. Alternatively, Articles of Association can be viewed on the website of the company at https://gichfindia.com/pdf/2024-25/GICHF%20-%20MoA%20&%20AOA.pdf.

Save and except Smt. Arumugam Manimekhalai, 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 is of the view that the knowledge and experience of Smt. Arumugam Manimekhalai will be of immense benefit and value to the Company and, therefore recommends the Resolution set forth at Item No. 1 to be passed as Special Resolution.

Item No. 2: Approval for Material Related Party Transactions with Promoter Group Companies.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all Material Related Party Transactions ("Material RPTs") and subsequent material modifications thereto require prior approval of shareholders by way of an Ordinary Resolution, irrespective of whether such transactions are entered into in the ordinary course of business and on an arm's length basis. Further, no related party shall vote to approve such resolution.

In terms of the materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations, a related party transaction is considered material where the value of the transaction(s), individually or taken together with previous transactions during a financial year, exceeds the materiality threshold prescribed under the SEBI Listing Regulations based on the annual consolidated turnover of the listed entity. For listed entities having annual consolidated turnover up to Rs. 20,000 Crore, the threshold is 10% of the annual consolidated turnover as per the last audited financial statements.

Proposed transactions have been reviewed by the Audit Committee and the Board of Directors in accordance with the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, SEBI Listing Regulations and Company's Policy on Related Party Transactions.

Policy on Related Party Transactions is available on the website of the Company, at https://www.gichfindia.com/pdf/2026-27/Policy%20on%20Related%20Party%20Transactions.pdf.

While the proposed transactions will be undertaken in the ordinary course of business and on an arm's length basis, shareholders' approval is being sought pursuant to the requirements of Regulation 23 of SEBI Listing Regulations on account of the materiality of the proposed transactions.

Company has identified Promoter Group Companies as Related Parties under the applicable provisions of SEBI Listing Regulations and Company may enter into and/or undertake transactions with such Promoter Group Companies in connection with raising of funds through issuance of Non-Convertible Debentures ("NCDs"), payment of interest, redemption/repayment of principal, transactions arising from acquisition, holding or transfer of the Company's debt securities, availing or rendering of services and such other transactions as may be permitted under applicable laws.

Further, Company has issued various series of listed NCDs, which are listed and freely transferable on recognised stock exchanges in accordance with applicable laws and regulations. Since such securities are traded in the secondary market, Company does not have any control over the identity of investors who may acquire, hold, transfer or otherwise deal in such securities from time to time.

During the current financial year, one of the Promoter Group Companies, namely Agriculture Insurance Company of India Limited ("AICL"), acquired certain listed NCDs of the Company through secondary market transactions on the stock exchange platform. Consequently, Company was required to make contractual payments towards redemption of principal and payment of interest in respect of such NCDs in accordance with the terms of their issue. The aforesaid transaction resulted in a related party transaction under the SEBI Listing Regulations. The transaction demonstrates that acquisition and holding of the Company's listed debt securities by Promoter Group Companies is a practical business possibility and may give rise to related party transactions from time to time.

Such acquisition of listed NCDs by Promoter Group Companies is undertaken independently through stock exchange mechanisms and is neither determined nor controlled by the Company. Further, Company derives no preferential benefit from the identity of the holder of its listed NCDs and all payments towards interest and redemption are made strictly in accordance with the terms and conditions of the respective NCD issuances and are uniformly applicable to all investors holding such securities.

Further, Company has outstanding listed NCDs aggregating approximately Rs. 700 Crore scheduled for redemption, together with applicable interest payments, up to August 2027. In addition, Company may raise further resources through fresh issuances of NCDs during the approval period. Considering the dynamic nature of secondary market transactions, it is not possible for the Company to predict whether any Promoter Group Company may acquire, hold or dispose of the Company's listed NCDs during such period. Accordingly, consequential transactions involving payment of interest, redemption of principal and/or other related obligations may arise from time to time in the ordinary course of business.

The aggregate value of the proposed transactions with Promoter Group Companies, whether individually or taken together, may exceed the applicable materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, as a measure of regulatory compliance, abundant caution and good corporate governance, approval of the Members is being sought for entering into Material Related Party Transactions with the Promoter Group Companies for an aggregate amount not exceeding Rs. 1,000 Crore during a period of one year from the date of approval of Members.

Proposed limit of Rs. 1,000 Crore is in the nature of an enabling approval and has been determined after considering the existing outstanding NCD liabilities of the Company, scheduled redemptions, interest servicing obligations, potential future issuances of NCDs, possible acquisitions of such securities by Promoter Group Companies through secondary market transactions and other transactions proposed to be undertaken in the ordinary course of business. The proposed limit should not be construed as the expected value of transactions to be undertaken by the Company.

Audit Committee, after reviewing the nature, business rationale and other relevant details of the proposed transactions, granted omnibus approval and recommended the same to the Board of Directors. The Board of Directors, based on the recommendation of the Audit Committee and having considered that the proposed transactions will be in the ordinary course of business and on an arm's length basis, approved the proposal and recommends the Resolution for approval of the Members.

Audit Committee and the Board have noted that the proposed transactions will be undertaken in the ordinary course of business and on an arm's length basis and are in the interest of the Company. The approval sought under this Resolution is intended to facilitate business continuity, efficient treasury and fund-raising operations and compliance with the requirements of the SEBI Listing Regulations, while ensuring appropriate oversight and governance of Related Party Transactions.

Proposed approval is being sought as an enabling approval in compliance with Regulation 23 of the SEBI Listing Regulations and should not be construed as a commitment by the Company to undertake transactions up to the approved limit. All transactions, whenever undertaken, shall be subject to applicable statutory, regulatory and internal approval requirements and shall be carried out in accordance with applicable laws.

Accordingly, as an abundant caution it is recommended to the Shareholders to accord omnibus approval for Material Related Party Transactions with Promoter Group Companies for a period of 1 year from the date of Shareholders approval as per below details-

Name of Promoter Group Companies	Nature of Transactions	Value of Transactions
1. Agriculture Insurance Company of India Limited 2. Health Insurance TPA of India Ltd. 3. Industrial Credit Company Limited 4. Zenith Securities & Investment Ltd. 5. GIC Re South Africa Ltd. 6. GIC Re India Corporate Member Ltd. 7. GIC Perestrakhovanie LLC 8. GIC Bhutan Re Limited 9. India International Insurance PTE. Ltd. 10. The New India Assurance Company (Trinidad & Tobago) Limited 11. The New India Assurance Company (Sierra Leone) Limited 12. Prestige Assurance PLC, Nigeria	Raising of funds by issuance of NCDs, payment of interest, redemption of principal, availing / rendering of any other type of services and such other transactions as may be permitted under applicable laws.	Material Related Party Transaction Limit - Rs. 1,000/- Crores (individually / taken together as a Promoter Group Companies).

We also provide the details / information as required under "Industry Standard on "Minimum Information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transactions" as below –

A. Minimum Information provided to Audit Committee for approval of Material Related Party Transactions

Sr. No.	Particulars of Information	Information provided by Management
A(1): Basic details of the related party		
1		
2		
3		

Name of the related party	Country of incorporation of the related party	Nature of business of the related party
Agriculture Insurance Company of India Limited	India	Agricultural insurance, crop insurance and allied insurance products for farmers and agriculture sector
Health Insurance TPA of India Ltd.	India	Third Party Administrator (TPA) providing health insurance claims processing, customer support and network hospital management services
Industrial Credit Company Limited	India	Financial services company primarily engaged in credit and lending / financing activities.
Zenith Securities & Investment Ltd.	India	Investment and financial services company engaged in insurance and investment-related activities.
GIC Re South Africa Ltd.	South Africa	Reinsurance company undertaking inward reinsurance and retrocession business across Africa.
GIC Re India Corporate Member Ltd.	United Kingdom	Corporate member at Lloyd's of London supporting underwriting and reinsurance business through the Lloyd's market.
GIC Perestrakhovanie LLC	Russia	Reinsurance company providing treaty and facultative reinsurance across property, marine, engineering, liability and other non-life segments.

GIC Bhutan Re Limited	Bhutan	General reinsurance business including treaty and facultative reinsurance.
India International Insurance PTE. Ltd.	Singapore	General (non-life) insurance company providing motor, property, marine, liability, engineering, travel and reinsurance solutions.
The New India Assurance Company (Trinidad & Tobago) Limited	Trinidad & Tobago	General insurance company providing motor, property, marine, health, travel and commercial insurance solutions across the Caribbean region.
The New India Assurance Company (Sierra Leone) Limited	Sierra Leone	General insurance business and related insurance services.
Prestige Assurance PLC, Nigeria	Nigeria	General (non-life) insurance company providing motor, fire, marine, engineering, oil & gas, aviation and liability insurance products.

A(2): Relationship and ownership of the related party

1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter group Companies of GICHFL
	Shareholding/Capital contribution of listed entity in related party	Nil
	Shareholding of related party in listed entity	Nil

A(3): Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity with the related party during last financial years.	Nil
2	Total amount of all the transactions undertaken by the listed entity with the related party during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. as on June 30, 2026)	Nil as on June 30, 2026. Subsequent to June 30, 2026, the Company paid interest and redemption amount aggregating to Rs. 54.14 Crore to Agriculture Insurance Company of India Limited (AICL) in respect of listed NCDs acquired by AICL through secondary market transactions.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil
(A4): Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Upto an aggregate limit of Rs. 1,000/- cr. either Individually or taken together with all Promoter Group Companies.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e. % of Annual Consolidated Turnover as on March 31, 2026)	92.31%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA

<table>
<tr><th>Sr. No.</th><th>Particulars of Information</th><th>Information provided by Management</th></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (i.e. % of Annual Consolidated Turnover as on March 31, 2026)</td><td rowspan="2">
<table>
<tr><th rowspan="2">Name of Promoter Group Companies</th><th rowspan="2">Value of the proposed transactions as a % of the related party's annual turnover</th><th colspan="3">Financial Performance (Rs. In Crs).</th></tr>
<tr><th>Turnover</th><th>PAT</th><th>Net-Worth</th></tr>
<tr><td>Agriculture Insurance Company of India Limited* (01.01.2025-31.03.2026)</td><td>9.72%</td><td>10278.6</td><td>1666.19</td><td>9171.1</td></tr>
<tr><td>Health Insurance TPA of India Ltd.</td><td>949.94%</td><td>105.27</td><td>13.79</td><td>129.22</td></tr>
<tr><td>Industrial Credit Company Limited</td><td>Not Applicable#</td><td>Nil</td><td>(0.0026)</td><td>(0.0008)</td></tr>
<tr><td>Zenith Securities & Investment Ltd.</td><td>3,84,615.38%</td><td>0.26</td><td>2.40</td><td>53.34</td></tr>
<tr><td>GIC Re South Africa Ltd.*</td><td>99.86%</td><td>1001.38</td><td>21.06</td><td>1286.51</td></tr>
<tr><td>GIC Re India Corporate Member Ltd.*</td><td>Not Applicable#</td><td>Nil</td><td>3.01</td><td>65.77</td></tr>
<tr><td>GIC Perestrakhovanie LLC*</td><td>528.43%</td><td>189.24</td><td>33.18</td><td>201.34</td></tr>
<tr><td>GIC Bhutan Re Limited* (01.01.2025-31.03.2026)</td><td>1520.91%</td><td>65.75</td><td>36.77</td><td>287.57</td></tr>
<tr><td>India International Insurance PTE. Ltd. (01.01.2025-31.12.2025)</td><td>64.83%</td><td>1542.53</td><td>338.81</td><td>3968.04</td></tr>
<tr><td>The New India Assurance Company (Trinidad & Tobago) Limited</td><td>385.61%</td><td>259.33</td><td>26.48</td><td>282.74</td></tr>
<tr><td>The New India Assurance Company (Sierra Leone) Limited</td><td>Not Applicable#</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Prestige Assurance PLC, Nigeria</td><td>677.83%</td><td>147.53</td><td>1.30</td><td>73.73</td></tr>
<tr><td colspan="5">* As per provisional financial statements for the current year.
Percentage cannot be computed as the related party had Nil turnover during the relevant financial year.</td></tr>
</table>
</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (i.e. March 31, 2026):
• Turnover
• Profit After Tax
• Net-worth</td></tr>
</table>

(A5): Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Raising funds by issuance of NCDs, payment of interest, redemption of principal and, availing / rendering of any other type of services and such other transactions as may be permitted under applicable laws
2	Details of each type of the proposed transaction	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year from Approval.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1,000 Cr. (individually or taken together)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Company regularly raises funds through listed NCDs, which are freely transferable and tradable on recognised stock exchanges. Promoter Group Companies may subscribe to such NCDs through primary issuances or acquire them through secondary market transactions, resulting in consequential transactions such as payment of interest and redemption amounts. Since the Company has no control over the identity of NCD holders and such transactions may exceed the prescribed materiality thresholds, the proposed omnibus approval is being sought to ensure business continuity, operational flexibility and compliance with applicable regulatory requirements.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Promoter entities of the Company hold equity investments in one or more Promoter Group Companies. Further, all the Non-Executive, Non-Independent Directors of the Company, being nominees/representatives of Promoter entities, are also associated with certain Promoter Group Companies as directors and/or hold positions on their Boards. Further, Shri Sachindra Salvi, MD & CEO (GM-GIC RE) and Smt. Paba Koshy, CFO (DGM- United India Insurance Company Limited) are interested in the resolution. Insurance Company Limited Accordingly, such Promoter entities and Directors may be deemed to be interested in the proposed transactions to the extent of their association with the concerned Promoter Group Companies. Save as aforesaid, none of the Directors, Key Managerial Personnel of the Company or their relatives has any direct financial interest in the proposed transactions.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The transactions do not contemplate any valuation.
9	Other information relevant for decision making.	NA

(B) Details for specific transactions and Additional details for Material RPTs

<table>
<tr><th>Sr. No.</th><th>Particulars of Information</th><th>Information provided by Management</th></tr>
<tr><td colspan="3">(B5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</td></tr>
<tr><td colspan="3">Nature of Transaction for which details are provided below: Raising of funds by issuance of NCDs, payment of interest, redemption of principal, availing / rendering of any other type of services and such other transactions as may be permitted under applicable laws.</td></tr>
<tr><td>1</td><td>Material covenants of the proposed transaction.</td><td>All the terms and conditions will be laid down in the relevant legal documents at the time of actual issue of NCDs depending upon the market conditions.</td></tr>
<tr><td>2</td><td>Interest rate (in terms of numerical value or base rate and applicable spread)</td><td rowspan="2">Rate of interest ("ROI") & Cost of Borrowing for any future issuance of NCDs will be determined based on prevailing market conditions, investor demand, credit spreads and other relevant factors at the time of issuance and, therefore, cannot be predetermined. The ROI applicable to the Company's existing listed NCDs is as follows
<table>
<tr><th>Sr. No.</th><th>NCD Series</th><th>Amount (in Cr)</th><th>ROI</th></tr>
<tr><td>1</td><td>Series 8 – Option 2</td><td>300</td><td>8.28%</td></tr>
<tr><td>2</td><td>Series 9 – Option 1</td><td>200</td><td>7.49%</td></tr>
<tr><td>3</td><td>Series 9 – Option 2</td><td>200</td><td>7.59%</td></tr>
<tr><td>4</td><td>Series 10</td><td>175</td><td>7.65%</td></tr>
<tr><td>5</td><td>Series 11</td><td>150</td><td>7.59%</td></tr>
<tr><td>6</td><td>Series 12 – Tranche 1</td><td>200</td><td>8.15%</td></tr>
</table></td></tr>
<tr><td>3</td><td>Cost of borrowing</td></tr>
<tr><td>4</td><td>Maturity / due date</td><td>Date of Maturity / Due date in case of existing listed NCDs shall be as per the respective offer documents, and for new issuance of NCDs will be decided at the time of actual issue of NCDs.</td></tr>
<tr><td>5</td><td>Repayment schedule & terms</td><td>Repayment schedule & terms in case of existing listed NCDs shall be as per the respective offer documents, and for new issuance of NCDs will be decided at the time of actual issue of NCDs.</td></tr>
<tr><td>6</td><td>Whether secured or unsecured?</td><td>Secured</td></tr>
<tr><td>7</td><td>If secured, the nature of security & security coverage ratio</td><td>Generally our NCDs are secured by Book debts or mortgage of property owned by the Company.</td></tr>
<tr><td>8</td><td>The purpose for which the funds will be utilized by the listed entity / subsidiary</td><td>The proceeds may be utilized for business purposes and general corporate purposes. In the case of existing listed NCDs, the specific end-use of proceeds is as disclosed in the respective offer documents. For any new issuance of NCDs, the specific end-use shall be appropriately disclosed in the relevant offer document at the time of issuance.</td></tr>
</table>

<table>
<tr><th></th><th colspan="2">Additional details for Material RPTs</th></tr>
<tr><td>1</td><td>Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements

Note: This shall not be applicable to listed banks /NBFC /insurance companies / housing finance companies.</td><td>Not applicable being listed Housing Finance Company.</td></tr>
</table>

2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. *Note: This shall not be applicable to listed banks /NBFC /insurance companies/housing finance companies.*	Not applicable being listed Housing Finance Company.

B. Minimum Information to be provided to the shareholders for approval of Material RPTs:

Sr. No.	Particulars of Information	Information provided by Management
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee as specified in the RPT Industry Standards is disclosed in the Table A (Minimum Information provided to Audit Committee for approval of Material RPTs).
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Company regularly raises funds through listed NCDs, which are freely transferable and tradable on recognised stock exchanges. Promoter Group Companies may subscribe to such NCDs through primary issuances or acquire them through secondary market transactions, resulting in consequential transactions such as payment of interest and redemption amounts. Since the Company has no control over the identity of NCD holders and such transactions may exceed the prescribed materiality thresholds, the proposed omnibus approval is being sought to ensure business continuity, operational flexibility and compliance with applicable regulatory requirements. Consideration payable under the proposed transactions comprises interest and/or principal redemption amounts and shall be determined strictly in accordance with the terms of the respective NCD issuances, including the applicable coupon rate, redemption value and payment schedule. Such terms are uniformly applicable to all holders of the relevant NCD series, and no special rights, benefits or preferential terms are extended to any Promoter Group Company. The transactions are therefore proposed to be undertaken on terms applicable to all NCD holders.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate issued by the Managing Director & Chief Executive Officer and the Chief Financial Officer, as required under the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed material related party transaction has been approved by the Audit Committee and the Board on August 12, 2026. The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction will be in the best interest of the Company and hence, the Board recommends Item No. 2 for your approval by way of an Ordinary Resolution.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable

6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
7	Any other information that may be relevant.	Not Applicable

The above listed arrangements and transactions with promoter group companies are related party transactions falling within the purview of the Listing Regulations, 2015, which either individually or in aggregate may exceed the materiality threshold limit i.e. 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company during part of the financial year 2026-27 as well as part of the financial year 2027-28 i.e., during a period of 1 year of from the date of approval of Shareholders. Accordingly, as an abundant caution and as part of better corporate governance practice, prior approval of the Members is being sought for entering into the above-mentioned material related party transactions with promoter group companies upto an aggregate limit of Rs. 1,000 crores either individually or taken together, during a period of 1 year of from the date of approval of Shareholders.

As per Regulation 23 of the Listing Regulations, 2015 read with applicable provisions of the Companies Act, 2013, all related parties are prohibited to vote to approve the resolution(s) set out in Item No. 2 of this Notice.

Save and except Directors namely CMDs of promoter insurance companies, Shri Sachindra Salvi, MD & CEO (GM, GIC-Re), Smt. Paba Koshy, CFO (DGM – United India Insurance Company Ltd.) none of the Directors, Managers, Key Managerial Personnel of the Company including their respective 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 is of the view that since the NCDs of the company are listed and freely transferable, the same may be purchased by Promoter Group Companies as on Record Date and/or subscribed to by Promoter Group Companies at the time of any fresh issuance of NCD of the Company and accordingly the transaction with Promoter Group Company will be regarded as Material RPT. In order to ensure continued compliance of applicable regulatory provisions, and as an abundant caution, Board is of view that granting Omnibus Approval for Material RPT with Promoter Group Companies would be in the best interest of the Company and accordingly, the Board recommends the resolution set out at Item No. 2 to be passed as an Ordinary Resolution.

By the order of the Board

Registered Office:
National Insurance Building,
6th Floor, 14, Jamshedji Tata Road,
Churchgate, Mumbai 400020.

Sd/-
Raj Gor
Group Head & Company Secretary
Membership No.: A61669

Place: Mumbai
Date: August 12, 2026