

GIC HOUSING FINANCE LTD.



GICHFL/SEC/2015 02320

18th March 2015

To

The Manager,
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

Fax No.: 26598237/26598238

Scrip Code: GICHSGFIN

Dear Sir,

Sub.: Intimation of Postal Ballot

This is to inform you that as per section 110 of the Companies Act 2013 and Rule 22 of Companies (Management and Administration) Rule 2014, we will be conducting Postal Ballot for obtaining shareholders' approval for Issue of Non Convertible Debentures (NCDs)/Bonds of Rs. 400 Crores on Private Placement basis.

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

In this connection, we attach herewith the following:

- 1) Postal Ballot Notice and Blank ballot form
- 2) Calendar of Events for Postal ballot

The same is for your information and record purpose.

Thanking you,

Yours faithfully,

S. Sridharan
Sr. Vice President & Company Secretary

Encl.: a/a

**POSTAL BALLOT**

Sr. No.	Particulars	Date and Day
1	Record Date	13 th March 2015, Friday
2	Dispatch of notice to Members (to be completed by)	19 th March 2015, Thursday
3	Paper Advertisement	20 th March 2015, Friday
4	E-voting start date	23 rd March 2015, Monday (9.00 a.m.)
5	E-voting end date	23 rd April 2015, Thursday (6.00 p.m.)
6	Result Announcement	28 th April 2015, Tuesday

[Signature]
S. Sridharan

Sr. Vice President & Company Secretary



GIC HOUSING FINANCE LIMITED

(CIN L65922MH1989PLC054583)

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

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

POSTAL BALLOT NOTICE

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

Dear Member,

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

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

Please read carefully the instructions printed on the Notice and on Postal Ballot Form and return the form duly completed in all aspects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 6.00 P.M. on **Thursday, 23rd April 2015**. The Forms received after the aforesaid date will be treated as not received at all and as if no reply has been received from such Member.

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

SPECIAL BUSINESS:

Sub.: Issuance of Non Convertible Debentures (NCDs)/Bonds of ₹ 400 Crores on Private Placement basis as per the applicable provisions of the Companies Act 2013 and Rules made there under and if though fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 71 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, ("the Rules") as may be amended from time to time, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 including any amendment, modification, variation or re-enactment thereof, Equity Listing Agreement, the Housing Finance Companies Issuance of Non-Convertible Debentures on a Private Placement basis (NHB) Directions, 2014 Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules, regulations/guidelines, approvals, consents, sanctions and permissions as may be necessary from time to time consent of the Members of the Company, be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Redeemable Non Convertible Debenture (NCDs)/Bonds of ₹ **400 Crores (Rupees Four Hundred Crores only)** in one or more series/tranches on a Private Placement Basis on such terms and conditions considered proper and most beneficial to the Company, as the Board or any duly constituted Committees (s) of the Board or such other authority (as may be approved by the Board) may deem fit and appropriate for each series as the case may be during a period of 1 (One) year from the date of passing of this Resolution which is within the overall limits of the Company as approved by Members from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign and execute any deeds/documents/undertakings/agreements/papers/writings as may be required in this regard and to delegate all or any of these powers to any Director (s) or Officer (s)".

By the order of the Board
For GIC Housing Finance Limited

Place: Mumbai
Date: 2nd February 2015

Sd/-
Warendra Sinha
Managing Director & CEO

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended herein.
2. The notice along with the Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear on the Register of Members/List of beneficial owners as received from National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") as on **Friday, 13th March 2015**. Additionally, the same is also being sent electronically to all the Members, whose Email IDs are registered with the Company/Depository Participant(s).
3. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer additional E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot form. Please note that E-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot.
4. Members while exercising their vote by Postal Ballot are requested to carefully read the instructions printed in the Notice and Postal Ballot Form and return the Ballot Form duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before **Thursday, 23rd April 2015 at 6.00 p.m.** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).
5. Shri Makrand M. Joshi, Partner of M/s. Makrand M. Joshi & Company, Practicing Company Secretaries, has been appointed as the Scrutinizer to receive and scrutinize the completed Ballot Forms received from the Members and also to scrutinize the E-voting process in a fair and transparent manner. The Postal Ballot form and the business reply envelopes are enclosed for use of the Members.
6. The Notice of Postal Ballot will be available on the Company's website at **www.gichfindia.com** and on the website of the NSDL - **www.evoting.nsdl.com** for inspection and downloading by the Members of the Company.
7. **General Instructions for voting :**
 - 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 **Friday, 13th March 2015**.
 - b) Members can vote for their entire voting rights as per their discretion. The voting period ends on the close of working hours (i.e. 06:00 p.m.) on **Thursday, 23rd April 2015**.
 - c) There will be one Postal Ballot Form/E-voting for every Client ID No./ Folio No., irrespective of the number of joint holders.
 - d) Voting rights in the Postal Ballot/E-voting cannot be exercised by a proxy.
 - e) Kindly note that the Members can opt for only one mode of voting, i.e. either by physical Postal Ballot or E-voting. If you are opting for E-voting, then do not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote by both Physical Postal Ballot and E-voting, then voting done through valid physical Postal Ballot shall prevail and voting done by E-voting will be treated as invalid.
 - f) Members voting through the physical Postal Ballot forms are requested to carefully read the instructions given therein.
8. **Procedure for voting through electronic mode:**

In case a Member receives an e-mail from NSDL:

 - a. Open the e-mail and also open PDF file namely "**GICHF e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch Internet browsing by typing the following URL **https://www.evoting.nsdl.com**.
 - c. Click on Shareholder — Login.
 - d. Put User ID and password as initial password noted in step (a) above. Click login.
 - e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or a combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of 'e-voting' opens. Click on 'e-voting' - Active Voting Cycles.
 - g. Select "**EVEN**" of GIC Housing Finance Limited.

- h. Now you are ready for e-voting as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when, prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Votes once cast cannot be modified.
9. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (in pdf or jpg format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through email at gichfl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 10. In case of shareholders' receiving Physical Ballot Form, initial password is provided at the bottom of the Ballot Form attached. Please follow all steps from Sl. No. (b) to Sl. No (k) above, to cast vote. If shareholder is already registered with NSDL for E-voting, then shareholder can use his existing user id and password for casting vote.
 11. The voting period commences on **Monday, 23rd March, 2015** at (9:00 A.M.) and ends on the close of day of **Thursday, 23rd April 2015** (6:00 P.M.). The e-voting module will be disabled for voting thereafter by NSDL.
 12. In case of any queries, you may refer the frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "downloads" section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
 13. The results of Postal Ballot will be announced on **Tuesday, 28th April 2015** at the Registered Office of the Company either by Chairman or by any other person authorised by him for the same. The result would be intimated to the Stock Exchanges where the Company's shares are listed and displayed on the Company's website i.e. at www.gichfindia.com and on the website of NSDL at www.nsdl.co.in within 2 (two) working days of passing the resolution.
 14. The date of declaration of the result of the Postal Ballot and e-voting shall be taken to be the date of passing of the said Special Resolution by the Members of the Company.
 15. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between **11:00 a.m. and 01:00 p.m. upto Monday, 20th April 2015**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

As per Section 42 of the Companies Act, 2013 read with Rules framed there under, a Company offering or making an Invitation to subscribe to Redeemable Non Convertible Debentures (NCDs) / bonds on a Private Placement basis, is required to take approval of Members by way of Special Resolution once in a year for all the offers or invitations for such Redeemable Non Convertible Debentures/Bonds during the year.

We had already taken approval of Members for an amount of ₹ 200 crores in the Annual General Meeting held on **Thursday, 11th September, 2014** but seeing the long term borrowing requirements of the Company and to augment resources at a cheaper rate of interest, further approval is sought to mobilize some more funds by way of issue of Redeemable NCDs/ Bonds on Private Placement basis. Hence, we are seeking approval for issue of Redeemable Non Convertible Debentures (NCDs)/ bonds on a Private Placement basis, for additional amount of ₹ **400 crores** (Rupees Four Hundred Crores only) which is within the overall limits of the Company as approved by Members from time to time."

Accordingly, the approval of Members is being sought by way of Special Resolution in compliance with the applicable provisions of the Act, read with Rules made there under, in the manner as set out in the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, concerned or interested in this resolution.

**By the order of the Board
For GIC Housing Finance Limited**

**Place: Mumbai
Date: 2nd February 2015**

**Sd/-
Warendra Sinha
Managing Director & CEO**

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GIC HOUSING FINANCE LIMITED

(CIN L65922MH1989PLC054583)

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

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

POSTAL BALLOT FORM

Sr. No.:

1. Name and registered address of the :
Sole/first named Member

2. Name(s) of the Joint Member(s) :

3. Registered Folio Number/ :
DPID No. /Client ID No.

4. Number of Shares held :

I/We, hereby vote in respect of the "Special Resolution" to be passed through Postal Ballot for the Special Business stated in the Notice dated 2nd February 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark at the appropriate column below:

Brief Particulars of the Special Resolution	No. of Equity shares held	I/We assent to the special resolution (FOR)	I/We dissent to the special resolution (AGAINST)
Issue of Non Convertible Debentures (NCDs)/ Bonds of ₹ 400 crores on Private Placement basis.			

Place:

Date:

Email: _____ Tel. no./Mobile No. _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	USER ID	Password

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

GENERAL INFORMATION :

1. There will be one Postal Ballot/E-voting for every Client ID No. /Folio No., irrespective of the number of joint holders.
2. Kindly note that the members can opt for only one mode of voting i.e. either by Physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However in case shareholders cast their vote by both physical postal ballot and E-voting, then voting done through physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.
3. Voting rights in the Postal ballot/E-voting cannot be exercised by a Proxy.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on **Friday, 13th March 2015**.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT:

1. A Member desiring to exercise vote by Postal Ballot may complete and send the enclosed Postal Ballot Form duly signed and completed with the assent (FOR) or dissent (AGAINST), in the enclosed business reply envelope to the Scrutinizer. Postage will be borne and paid by the Company.
2. Envelopes containing Postal Ballots, if sent by courier at the expenses of the registered Members will also be accepted and such envelopes containing the Postal Ballot Form should be addressed to Shri Makarand M. Joshi, Scrutinizer, Royal Insurance Building, 6th Floor, 14, Jamshedji Tata Road, Churchgate, Mumbai-400020.
3. In case of Joint holding, the Form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, be the next named shareholder.
4. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL)/or registered with the Company in respect of shares held in dematerialized form or in physical form, respectively.
5. The duly completed Postal Ballot Form should reach the Scrutinizer on or before 6.00 P.M on **Thursday, 23rd April 2015** failing which it will be strictly treated as if no reply has been received.
6. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard will be final.
7. In respect of shares held by Institutional Shareholders, the completed postal ballot form should be accompanied by a certified copy of the Board Resolution/appropriate authorization with the specimen signature of the authorized signatory(ies) duly attested.
8. A Member seeking duplicate Postal Ballot Form or having any query relating to non receipt of the Postal Ballot Form or any other query relating to the same, may contact the Company's RTA M/s. Sharepro Services (India) Pvt. Ltd., 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400072.
9. The Notice of Postal Ballot will be available on the Company's website at **www.gichfindia.com** and on the website of the NSDL - **www.evoting.nsdl.com** for inspection and downloading by the Members of the Company.