

GICHFL/SEC/2015

1618

5th November, 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 following transactions:

- 1) Increase in the Borrowing Powers of the Company.
- 2) Creation of Charge on Movable and Immovable Properties of the Company, both present and future.
- 3) Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds of Rs. 800 Crores.
- 4) Related Party Transactions upto an aggregate limit of Rs. 350 Crores Only.

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.

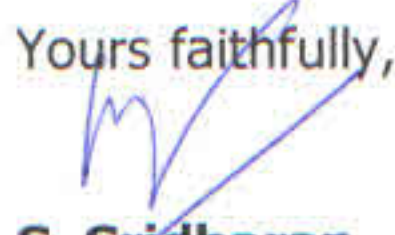
In this connection, we attach herewith the following:

- 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	6 th November 2015, Friday
2	Dispatch of notice to Members (to be completed by)	10 th November 2015, Tuesday
3	Paper Advertisement	11 th November 2015, Wednesday
4	E-voting start date	16 th November 2015, Monday (9.00 a.m.)
5	E-voting end date	15 th December 2015, Tuesday (5.00 p.m.)
6	Result Announcement	On or Before 18 th December 2015, Friday


S. Sridharan
Sr. Vice President & Company Secretary



GIC HOUSING FINANCE LIMITED

(CIN L65922MH1989PLC054583)

Reg. Off.: National Insurance Building, 6th Floor, 14, Jamshedji Tata Road, Churchgate, Mumbai 400020
Email: investors@gichf.com , corporate@gichf.com/Tel.: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 and ordinary resolutions 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 & Co., Practicing Company Secretary 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 Tuesday, 15th December, 2015 at 5.00 P.M. 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 along with Ballot facility.

SPECIAL BUSINESS:

Item No. 1: Increase in the Borrowing Powers of the Company.

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

"RESOLVED THAT in supersession of the Resolution passed at 24th Annual General Meeting held on 11th September 2014, consent be and is hereby accorded to the Board of Directors of the Company including any Committee thereof for the time being, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and Article 66, 67 and 68 of the Articles of Association of the Company to borrow money either in rupees or in such other foreign currencies, as may be permitted by law from time to time, as and when required, from Commercial Banks, Co-operative Banks, Financial Institutions, Mutual Funds, Public Financial Institutions, National Housing Bank, Promoters, Foreign Financial Institutions, Provident Fund Trusts, Pension Funds or from any other person(s) or entities as Term Loans, through issue of Commercial Paper, External Commercial Borrowings, through issue of secured Redeemable Non-Convertible Debentures or Private Placement basis which together with monies already borrowed by the Company (apart from temporary loans obtained from the Bankers of the Company in the ordinary course of the business) shall not exceed in the aggregate at any one time beyond Rs.10,000 crores irrespective of the fact such aggregate of amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid up capital of the Company and its free reserve i.e. reserve not set apart for any specific purpose".

Item No. 2: Creation of Charge on Movable and Immovable Properties of the Company, both present and future.

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

"RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 180(1)(a) of Companies Act, 2013 and other applicable provisions of any statutory modifications or re-enactments thereof and Article 67 of the Articles of Association of the Company and subject to all other necessary approvals to the Board to secure, for creation of mortgage or charge on all or any of the Company's immovable and/or movable assets, both present and future, in such manner and on such terms as may be deemed fit and appropriate by the Board for the purpose of the said Borrowings."

Item No. 3: Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds.

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

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 71 of the Companies Act, 2013 and other applicable provisions, if any, of Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, 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 and subject to other applicable regulations/guidelines, 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 Rs. 800 Crores (Rupees Eight Hundred Crores only) in one or more series/tranches on a private placement basis on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be upto the conclusion of 26th AGM from the date of passing 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 or authorize any person to do all acts, deeds and things necessary and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4: Related Party Transactions upto an aggregate limit of Rs. 350 Crores Only.

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

"RESOLVED THAT consent of the members of the company be and is hereby accorded to enter into agreement(s) / transaction(s) with Related Parties in the ordinary course of business at arm's length basis for the purpose of raising funds through NCDs / Bonds, to take property/properties on lease / rent, to avail / render any services or any other kind of transactions which construe to be Related Party Transactions up to an aggregate limit of Rs. 350 crores (Rupees Three Hundred Fifty Crores only) till the conclusion of 26th AGM from the date of this Resolution including the transaction(s) already entered into with such party / parties from 1st April, 2015 till the date of this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is 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."

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

Place: Mumbai
Date: 29th October, 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, **6th November, 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. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 6th November, 2015 will be considered for the purpose of voting.
4. 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.
5. Members while exercising their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same 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 Tuesday, 15th December, 2015 at 5.00 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).
6. Shri Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., 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.
7. 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.
 - 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, **6th November, 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. 05:00 p.m.) on Tuesday, **15th December, 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 gichf1234@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, 16th November, 2015** at 9:00 A.M. and ends on the close of day of **Tuesday, 15th December 2015** (5:00 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 or before Friday, **18th December, 2015** at the Registered Office of the Company by the Company Secretary as authorised by Board. 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 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 Resolutions 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 Saturday & Sunday between 11:00 a.m. to 01:00 p.m. upto Friday, 11th December, 2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013:

Item No. 1:

Vide Special resolution dated 11th September, 2014, passed by shareholders in the Annual General Meeting, the Members of the Company had accorded their consent to the Board of Directors to borrow any sum or sums of monies for the purposes of the Company not exceeding Rs. 8000 crores (Rupees Eight Thousand Crores Only) (including the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013. Taking into account the business plans of the Company, the Board of Directors may need to resort to further borrowings from time to time and hence it is proposed to revise the said limit upwards to **Rs. 10,000 Crores (Rupees Ten Thousand Crores Only)**. A fresh resolution is proposed authorising the Board of Directors to borrow any sum or sums of monies for the purposes of the company not exceeding **Rs. 10,000 Crores (Rupees Ten Thousand Crores Only)** (including the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution, except to the extent of their respective Share holding, if any, in the Company.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members.

Item No. 2:

Vide Special resolution dated 11th September, 2014, passed by shareholders in the Annual General Meeting, the Members of the Company had accorded their consent to the Board of Directors for creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of Rs. 8,000 crores (Rupees Eight Thousand Crores Only) in terms of section 180 (1) (a) of the Companies Act, 2013. Considering the

business plans of the Company, the Board of Directors may need to resort to further borrowings from time to time, by way of loans/financial assistance from various Banks/Financial Institutions and other lenders, issue of debentures / bonds or other debt instruments and through acceptance of fixed deposits.

These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of banks/ financial institutions/ debenture trustees/ fixed deposits trustees/ other lenders. Since the amount secured by such mortgages, charges, liens, hypothecation and/ or other securities together with the existing mortgages, charges, liens, hypothecation and/ or other securities may exceed the limit of Rs. 8000 crores (Rupees Eight Thousand Crores Only), Members' approval is sought for increasing the limit upto **Rs. 10,000 crore (Rupees Ten Thousand Crores Only)** and for authorizing the Board of Directors to create security by way of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, on such terms and conditions as it may deem fit. For this purpose, the requisite Special Resolution is being proposed for consideration of the Members under Section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution set forth in Item No. 2 for the approval of the Members.

Item No. 3:

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 shareholders for an amount of Rs.400 Crores by way of Postal Ballot Notice dated 2nd February, 2015 but seeing the long term borrowing requirement 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 total maximum approved limit of Rs.800 crores 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.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, concerned or interested in this resolution. The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

Item No. 4:

Pursuant to provisions of the Companies Act, 2013 and in compliance with clause 49 of the Listing Agreement, the transactions in the nature of raising of funds through NCDs/Bonds, taking property on lease/rent, availing of services in the ordinary course of business or any other kind of transactions entered into by the Company up to an aggregate limit of Rs. 350 Crores (Rupees Three Hundred Fifty Crores Only) which though in the ordinary course of business may be construed to be related party transactions with the conflict of interest, it is therefore proposed to Shareholders to approve as a Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

**GIC HOUSING FINANCE LIMITED**

(CIN L65922MH1989PLC054583)

Reg. Off.: National Insurance Building, 6th Floor, 14, Jamshedji Tata Road, Churchgate, Mumbai 400020
Email:investors@gichf.com, corporate@gichf.com/Tel.: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 following Special and Ordinary Resolutions to be passed through Postal Ballot for the Special Business stated in the Notice dated 29th October, 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark at the appropriate column below:

Brief Particulars	Type of Resolution	No. of Equity shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Increase in the Borrowing Powers of the Company from Rs. 8,000 Crores to Rs. 10,000 Crores.	Special Resolution			
Creation of Charge on Movable and Immovable Properties of the Company, both present and future.	Special Resolution			
Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds of Rs. 800 Crores Only.	Special Resolution			
Related Party Transactions upto an aggregate limit of Rs. 350 Crores Only.	Ordinary Resolution			

Place :

Signature :

Date :

Name :

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, 6th November, 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, National 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 **Tuesday, 15th December 2015** at 5.00 p.m. 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.