

## **POSTAL BALLOT NOTICE**

(Pursuant to Sections 108, 110 & other applicable provisions, if any, of the Companies Act, 2013 (Act), Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014,)

Notice of Postal Ballot is hereby given to the Members of IND BANK HOUSING Limited, pursuant to Sections 108, 110 & other applicable provisions, if any, of the Companies Act, 2013 (Act), Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021, dated December 8, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “MCA Circulars”), to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Special Resolution(s), through voting by electronic means (remote e-voting) only.

**Item no 1: To Appoint Shri G R Sundaravadivel,(DIN: 00353590) as an Independent Director of the Company, and in this regard to consider and if thought fit, to pass the following Resolution as an Special Resolution:**

“RESOLVED THAT Pursuant to sec 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 Shri G R Sundaravadivel,(DIN: 00353590), who was appointed as an Additional Director of the company with effect from December 14, 2022 and Nomination and Remuneration committee meeting held on 14.12.2022, proposed his candidature for office of Non executive Independent Director, be and is hereby appointed as a Non executive Independent Director of the Company for a term of five year till the conclusion of the 36<sup>th</sup> AGM of the company not liable to retire by rotation.”

By Order of the Board of Directors  
For Ind Bank Housing Limited  
-sd/-

(Aakanchha Vyas)  
Company Secretary & Compliance Officer

Place: Chennai  
Dated: February 08, 2023

Notes:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, SEBI Listing Regulations and SS-2, setting out all material facts and reasons in respect of the resolutions set out in Item nos. 1 of this Postal Ballot Notice, is annexed hereto.
2. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, the Company is required to 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, approval of the shareholders of the Company for the appointment of Shri G R Sundaravadivel as Independent Directors on the Board is required within a period of three months from the date of their appointment i.e. 14.12.2022.
3. Due to the Covid-19 pandemic, the MCA Circulars, have, inter alia, prescribed the process for passing of resolutions through postal ballot till September 30, 2023. The MCA Circulars also provide that the communication of assent/ dissent of the members in the Postal Ballot will take place only through remote e-voting.
4. The Company is providing the facility of remote e-voting to its Members and has engaged the services of Central Depository Services Limited (CDSL) for this purpose. Members are requested to go through the detailed "INSTRUCTIONS FOR E-VOTING" and other Notes appended to this Postal Ballot Notice.
5. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on Friday, February 03, 2023. In case your email address is not registered with the Company/ Depositories, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).
6. Members may note that this Postal Ballot Notice will also be available on the Company's website ([www.indbankhousing.com](http://www.indbankhousing.com)), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) on the website of the e-voting agency, CDSL ([www.evotingindia.com](http://www.evotingindia.com)).
7. The e-voting period shall commence from 9.00 a.m. (IST) on Sunday, February 12, 2023 and end at 5.00 p.m. (IST) on Monday, March 13, 2023, both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than 5.00 p.m. (IST) on Monday, March 13, 2023, after which the remote e-voting facility shall not be allowed by CDSL.
8. The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

9. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under “INSTRUCTIONS FOR E-VOTING” in this Notice. Members are requested to read the same carefully.
10. The Board of Directors of the Company have appointed Ms. Nithiya Pasupathay, Company Secretary of M/s SPNP & Associates, Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through electronic means/ remote e-voting, in a fair and transparent manner.
11. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days of conclusion of the remote e-voting process, i.e., on or before Wednesday, March 15, 2023 and will be communicated to the Stock Exchanges and uploaded on the Company’s website ([www.indbankhousing.com](http://www.indbankhousing.com)) and on the website of the e-voting agency ([www.evotingindia.com](http://www.evotingindia.com))

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period .</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no 1800225533

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (1) Login method for e-voting for Physical shareholders and shareholders other than individual holding Demat form.
- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on “Shareholders” module.
  - (iii) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user follow the steps given below:

	<b>For Physical Shareholders another than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (2) After entering these details appropriately, click on “SUBMIT” tab.
- (3) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (4) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (5) Click on the EVSN for the relevant Ind Bank Housing Ltd on which you choose to vote.

- (6) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (7) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (8) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (9) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (10) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (11) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **RTA** email id: [investors@cameoindia.com](mailto:investors@cameoindia.com) / [murali@cameoindia.com](mailto:murali@cameoindia.com).
2. For Demat shareholders – Please update your email id and mobile no with your respective Depository Participant.(DP)
3. For Individual Demat Shareholders:- Please update your email id and mobile no with your respective Depository Participants (DP) which is mandatory while e-voting.

**Facility for Remote voting for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [indhouse1991@gmail.com](mailto:indhouse1991@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**Item No.1 EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS POSTAL BALLOT NOTICE**

Shri G R Sundaravadivel,(DIN: 00353590), has been co-opted as an Additional Director and designated as Independent Director on the Board with effect from 14th December, 2022. Work Experience: Shri G R Sundaravadivel,(DIN: 00353590), 81 years holds Post Graduate Degree in Commerce with B.G.L.and CAIIB. He has more than 37 years of experience in various positions in the banking industry. He is a retired Executive Director of United Bank of India.

Shri G R Sundaravadivel, (DIN: 00353590), was a Whole Time Director of United Bank of India appointed by Govt. of India, Ministry of Finance. He served as Director in the following Boards of the Banks

1. Gilt Securities Ltd – A subsidiary of Canara Bank
2. Oriental Bank of Commerce
3. Punjab National Bank
4. Andhra Bank

He was also Banking Ombudsman for the State of Kerala & UT of Lakshadweep, appointed by Reserve Bank of India. He was on the Board of Repco Home Finance Ltd, as Independent Director till 10.09.2022. Currently, he is an Independent Director in Indbank Merchant Banking Services Limited.

Shri G R Sundaravadivel, (DIN: 00353590), is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shareholding in the Company: NIL

Details of other Directorships

Name of the company	Directorship	Committee Membership
Indbank Merchant Banking Services Ltd	one	Audit Committee Nomination & Remuneration Committee



Nomination and Remuneration Committee in its meeting held on 14.12.2022, recommended to Board to propose him as a candidate for the office of Non Executive Independent Director, not liable to retire by rotation.

The Board recommends the proposal set forth in the Notice (Item No 1) of the Notice for consideration and approval of the shareholders.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives

Except G R Sundaravadivel, (DIN: 00353590), none of the Directors / Key Managerial Personnel of the company and their relatives is concerned or interested in this item of business.

By Order of the Board of Directors  
For Ind Bank Housing Limited  
-sd/-

(Aakanchha Vyas)  
Company Secretary & Compliance Officer

Place: Chennai

Dated: February 08, 2023