

Compliance Report on Corporate Governance

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity: GIC Housing Finance Limited
2. Quarter ending : March 31, 2024

I. Composition of Board of Directors												
Title (Mr./Mrs.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ramaswamy Narayanan	10337640	Chairperson related to Promoter (Non-Executive)	03-11-2023	-	-	-	04-09-1965	2	0	2	1
Mr.	Satyajit Tripathy	08681994	Non-Executive Director	07-10-2021	-	29-02-2024	-	02-02-1964	0	0	0	0
Mrs.	Neerja Kapur	09733917	Non-Executive Director	07-11-2022	-	-	-	28-04-1964	2	0	1	0
Mr.	Rashmi Raman Singh	08975825	Non-Executive Director	07-08-2023	-	-	-	10-02-1965	1	0	2	0
Mrs.	Rajeshwari Singh Muni	09794972	Non-Executive Director	26-09-2023	-	-	-	28-06-1967	1	0	1	0
Mr.	Hitesh Rameshchandra Joshi	09322218	Non-Executive Director	07-10-2021	-	-	-	19-09-1968	1	0	1	0
Mr.	Ajit Kumar Saxena	05308801	Independent Director	01-11-2019	23-09-2022	-	53.00	01-07-1956	1	1	3	2
Mrs.	Rani Singh Nair	09103000	Independent Director	12-03-2021	26-09-2023	-	36.20	15-10-1956	1	1	1	1

Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vaijinath Gavarshetty	08502484	Independent Director	06-01-2022	06-01-2024	-	26.26	18-06-1958	2	2	2	0
Mr.	Garimella Nanda Kishore	07745995	Independent Director	06-01-2022	06-01-2024	-	26.26	27-06-1960	1	1	0	0
Mr.	Sathia Jeeva Krishnan Chidambara	02179550	Independent Director	06-01-2022	06-01-2024	-	26.26	04-11-1965	1	1	3	0
MR.	Damodharan Neelam	07759291	Independent Director	21-10-2022	-	-	17.11	24-11-1959	1	1	0	0
MR.	Sunil Kakar	03055561	Independent Director	07-08-2023	-	-	7.24	01-10-1957	1	1	3	0
MR.	Paul Alphonso Lobo	09787223	MD & CEO	15-11-2022	-	-	NA	17-02-1965	1	0	1	0

Whether Regular Chairperson appointed: **Yes**

Whether Chairperson is related to Managing Director or CEO: **No** (But both - Chairman (CMD – GIC RE) and MD & CEO (GM, GIC RE) are related to common promoter company – GIC Re)

- PAN of any director would not be displayed on the website of Stock Exchange, hence the same is not provided.

- Category means Chairperson and/or directors viz. executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category& (Chairperson/Executive/Non-Executive/independent/Nominee)&	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ajit Kumar Saxena	Chairperson - Non-Executive – Independent	06-01-2022	-
		Hitesh Rameshchandra Joshi	Non-Executive – Non Independent	06-01-2022	-
		Sathia Jeeva Krishnan Chidambara	Non-Executive - Independent	06-01-2022	-
		Sunil Kakar	Non-Executive - Independent	26-09-2023	-
2. Nomination & Remuneration Committee	Yes	Ajit Kumar Saxena	Chairperson - Non-Executive – Independent	18-12-2020	-
		Rani Singh Nair	Non-Executive - Independent	24-12-2021	-
		Vaijinath Gavarshetty	Non-Executive - Independent	26-09-2023	-
3. Risk Management Committee	Yes	Damodharan Neelam	Chairperson - Non-Executive - Independent	26-09-2023	-
		Vaijinath Gavarshetty	Non-Executive - Independent	06-01-2022	-
		Paul Alphonso Lobo	Executive Director	15-11-2022	-
		Rani Singh Nair	Non-Executive - Independent	26-09-2023	-
4. Stakeholders Relationship Committee	Yes	Rani Singh Nair	Chairperson - Non-Executive Independent	24-12-2021	-
		Ajit Kumar Saxena	Non-Executive - Independent	18-12-2020	-
		Vaijinath Gavarshetty	Non-Executive - Independent	26-09-2023	-
5. Corporate Social Responsibility Committee	Yes	Rani Singh Nair	Chairperson - Non-Executive - Independent	26-09-2023	-
		Paul Alphonso Lobo	Executive Director	15-11-2022	-
		Garimella Nanda Kishore	Non-Executive - Independent	26-09-2023	-
<i>&Category means Chairperson and/or Director viz. Executive / Non-Executive / Independent /Nominee. If a director fits into more than one category write all categories separating them with hyphen.</i>					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes/No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
03-11-2023	- 05-02-2024	Yes Yes	11 10	7 7	- 93
<i>* to be filled in only for the current quarter meetings</i>					

IV. Meeting of Committees						
Type of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	-	Yes	3	3	03-11-2023	-
	29-01-2024	Yes	4	3	-	86
	05-02-2024	Yes	4	3	-	6
Corporate Social Responsibility Committee	-	Yes	3	2	02-11-2023	-
	31-01-2024	Yes	3	2	-	89
Stakeholders' Relationship Committee	31-01-2024	Yes	3	3	-	
Nomination & Remuneration Committee	02-02-2024	Yes	3	3	-	
Risk Management Committee	-	Yes	4	3	30-10-2023	-
	02-02-2024	Yes	4	3	-	94
<i>*to be filled in only for the current quarter meetings</i>						
<i>**This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.</i>						

Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No
Other details of cyber security incidence or breaches or loss of data event.	NA
Number of cyber security incidence or breaches or loss of data event occurred during the quarter.	Nil
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes (RPT entered into pursuant to omnibus approval will be placed in upcoming Q4 (F.Y. 2023-24) closing Audit Committee Meeting and Board Meeting for review purpose)
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 : Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee : Yes</p> <p style="margin-left: 20px;">b. Nomination & Remuneration Committee : Yes</p> <p style="margin-left: 20px;">c. Stakeholders Relationship Committee : Yes</p> <p style="margin-left: 20px;">d. Risk management committee (applicable to the top 1000 listed entities): Yes</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Yes</p> <p>5. This report and/or the Report submitted in previous quarter has been placed before the Board of Directors – Yes Any comments/observations/advice of the board of directors may be mentioned here: None</p>	

Annexure II**I. Website**

Sr. No.	Item	Compliance Status (Yes/No)	Web address
1	Details of business	Yes	https://gichfindia.com/
2	Terms and conditions of appointment of independent directors	Yes	https://gichfindia.com/
3	Composition of various committees of board of directors	Yes	https://gichfindia.com/
4	Code of conduct of board of directors and senior management personnel	Yes	https://gichfindia.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://gichfindia.com/
6	Criteria of making payments to non-executive directors	Yes	https://gichfindia.com/
7	Policy on dealing with related party transactions	Yes	https://gichfindia.com/
8	Policy for determining 'material' subsidiaries	Yes	https://gichfindia.com/
9	Details of familiarization programmes imparted to independent directors	Yes	https://gichfindia.com/
10	Email address for grievance redressal and other relevant details	Yes	https://gichfindia.com/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://gichfindia.com/
12	Financial results	Yes	https://gichfindia.com/
13	Shareholding pattern	Yes	https://gichfindia.com/
14	Details of agreements entered into with the media companies and/or their associates	NA	NA
15.1	"Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange"	Yes	https://gichfindia.com/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA	NA
16	New name and the old name of the listed entity	NA	NA
17	Advertisements as per regulation 47 (1)	Yes	https://gichfindia.com/
18	Credit rating or revision in credit rating obtained	Yes	https://gichfindia.com/
19	"Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year"	Yes	https://gichfindia.com/
20	Secretarial Compliance Report	Yes	https://gichfindia.com/
21	Materiality Policy as per Regulation 30(4)	Yes	https://gichfindia.com/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://gichfindia.com/
23	Disclosures under regulation 30(8)	Yes	https://gichfindia.com/

24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	NA
25	Dividend Distribution policy as per Regulation 43A(1) (as applicable)	Yes	https://gichfindia.com/
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://gichfindia.com/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://gichfindia.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://gichfindia.com/
29	It is certified that these contents on the website of the listed entity are correct	Yes	https://gichfindia.com/

II. Annual Affirmations

Sr. No.	Particulars	Regulation No.	Compliance Status (Yes/No)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes

24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	D & O Insurance for Independent Directors	25(10)	Yes
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

III. Affirmations (Cont.)

Sr. No.	Particulars	Compliance Status (Yes/No)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes

Additional Half Yearly Disclosure

Applicability of disclosure	Applicable	**
Reason for Non Applicability	**	

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to –

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	**
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	2532333	
KMPs or any other entity controlled by them	0.00	0.00	

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By –

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

(D) Additional Information

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	YES	NA
Name	PAUL LOBO	**
Designation	CEO	
Place	MUMBAI	
Date	18-04-2024	

Signatory Details

Name of signatory	NUTAN SINGH
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	18-04-2024