

**GICHFL/SEC/2023**

**18-10-2023**

To,  
The Listing Department  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai – 400001**

**Scrip Code:** 973854 & 974623

Dear Sir,

**Sub.: Report on Corporate Governance under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

Pursuant to Regulation 27 of the SEBI Listing Regulations, please find enclosed the Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2023.

Request you to please take the above on record.

Thanking you,

Yours faithfully,

**Nutan Singh**  
**Group Head & Company Secretary**

**Enc. a/a.**

**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 : September 30, 2023

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr./Mrs.)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)&amp;</b>	<b>Initial date of Appointment</b>	<b>Date of Re-appointment**</b>	<b>Date of cessation</b>	<b>Tenure*</b>	<b>Date of Birth</b>	<b>No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b>	<b>No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b>	<b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	DEVESH SRIVASTAVA	08646006	Chairperson related to Promoter (Non-Executive)	01-01-2020	-	30-09-2023	NA	11-09-1963	0	0	0	0
Mrs.	SUCHITA GUPTA	08697650	Non-Executive Director	11-08-2021	23-09-2022	01-09-2023	NA	30-08-1963	0	0	0	0
Mr.	SATYAJIT TRIPATHY	08681994	Non-Executive Director	07-10-2021	26-09-2023	NA	NA	02-02-1964	1	0	1	0
Mrs.	NEERJA KAPUR	09733917	Non-Executive Director	07-11-2022	-	NA	NA	28-04-1964	2	0	1	0
Mr.	RASHMI RAMAN SINGH	08975825	Non-Executive Director	07-08-2023	-	NA	NA	10-02-1965	1	0	2	0
Mrs.	RAJESHWARI SINGH MUNI	09794972	Non-Executive Director	26-09-2023	-	NA	NA	28-06-1967	1	0	1	0
Mr.	HITESH RAMESHCHANDRA JOSHI	09322218	Non-Executive Director	07-10-2021	26-09-2023	NA	NA	19-09-1968	1	0	1	0
Mr.	SRI RAMACHANDRA PRASAD NALAM	01386757	Independent Director	26-10-2017	18-12-2020	26-09-2023	71.02	07-02-1954	0	0	0	0
Mr.	AJIT KUMAR SAXENA	05308801	Independent Director	01-11-2019	23-09-2022	NA	47.00	01-07-1956	1	1	3	2
Mrs.	RANI SINGH NAIR	09103000	Independent Director	12-03-2021	26-09-2023	NA	30.20	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	-	NA	20.26	18-06-1958	2	2	2	0
Mr.	GARIMELLA NANDA KISHORE	07745995	Independent Director	06-01-2022	-	NA	20.26	27-06-1960	1	1	0	0
Mr.	SATHIA JEEVA KRISHNAN CHIDAMBARA	02179550	Independent Director	06-01-2022	-	NA	20.26	04-11-1965	1	1	3	0
MR.	DAMODHARAN NEELAM	07759291	Independent Director	21-10-2022	-	NA	11.11	24-11-1959	1	1	0	0
MR.	SUNIL KAKAR	03055561	Independent Director	07-08-2023	-	NA	1.24	01-10-1957	1	1	2	0
MR.	PAUL ALPHONSO LOBO	09787223	MD & CEO	15-11-2022	-	NA	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.

\*\* Date of appointment has been filled as date of re-appointment in case of no reappointment in current term as per FAQs issued for Corporate governance report.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category&amp; (Chairperson/Executive/Non-Executive/independent/Nominee)&amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	AJIT KUMAR SAXENA	Chairperson - Non-Executive – Independent	06-01-2022	-
		SRI RAMACHANDRA PRASAD NALAM	Non-Executive - Independent	22-01-2021	26-09-2023
		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	-
		SRI RAMACHANDRA PRASAD NALAM	Non-Executive - Independent	18-12-2020	26-09-2023
		RANI SINGH NAIR	Non-Executive - Independent	24-12-2021	-
		VAIJINATH GAVARSHETTY	Non-Executive - Independent	26-09-2023	-
3. Risk Management Committee	Yes	SRI RAMACHANDRA PRASAD NALAM	Chairperson - Non-Executive – Independent	22-10-2018	26-09-2023
		VAIJINATH GAVARSHETTY	Non-Executive - Independent	06-01-2022	-
		DAMODHARAN NEELAM	Non-Executive – Independent (Member)	22-12-2022	26-09-2023
		PAUL ALPHONSO LOBO	Executive Director	15-11-2022	-
		RANI SINGH NAIR	Non-Executive - Independent	26-09-2023	-
		DAMODHARAN NEELAM	Chairperson - 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	-
		SRI RAMACHANDRA PRASAD NALAM	Non-Executive - Independent	18-12-2020	26-09-2023
		VAIJINATH GAVARSHETTY	Non-Executive - Independent	26-09-2023	-
5. Corporate Social Responsibility Committee	Yes	SRI RAMACHANDRA PRASAD NALAM	Chairperson - Non-Executive - Independent	22-08-2018	26-09-2023
		RANI SINGH NAIR	Non-Executive Independent (Member)	04-08-2021	26-09-2023
		PAUL ALPHONSO LOBO	Executive Director	15-11-2022	-
		RANI SINGH NAIR	Chairperson - Non-Executive - Independent	26-09-2023	-
		GARIMELLA NANDA KISHORE	Non-Executive - Independent	26-09-2023	-

&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.

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met* Yes/No</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
17-05-2023	- 07-08-2023	Yes Yes	13 13	7 7	- 81

*\* to be filled in only for the current quarter meetings*

<b>IV. Meeting of Committees</b>						
<b>Type of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details) Yes/No</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days**</b>
Audit Committee	-	Yes	4	3	17-05-2023	-
	03-08-2023	Yes	3	3	-	77
	07-08-2023	Yes	4	3	-	3
Nomination & Remuneration Committee	-	Yes	3	3	16-05-2023	-
	03-08-2023	Yes	3	3	-	78
Stakeholders Relationship Committee	03-08-2023	Yes	3	3	-	-
Corporate Social Responsibility Committee	03-08-2023	Yes	3	2	-	-

*\*\*to be filled in only for the current quarter meetings*

*\*This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.*

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status</b> (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 Q2 (F.Y. 2023-24) closing Audit Committee 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>	
<b>VI. Affirmations</b>	
<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>a. Audit Committee : Yes</p> <p>b. Nomination &amp; Remuneration Committee : Yes</p> <p>c. Stakeholders Relationship Committee : Yes</p> <p>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>	
<p><b>Nutan Singh</b>  <b>Company Secretary</b>  <b>Membership no.: A27436</b>  <b>Place: Mumbai</b></p>	