

GICHFL/SEC/2022

20th October, 2022

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

Scrip Code: 973005, 973115, 973854 & 973866

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 September 30, 2022.

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, 2022

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	DIN ^s	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.	DEVESH SRIVASTAVA	08646006	Chairperson (Non-Executive)	01-01-2020	NA	NA	NA	11-09-1963	2	0	2	1
Mr.	ANJAN DEY	09107033	Non-Executive Director	12-04-2021	NA	NA	NA	20-11-1963	1	0	0	0
Mrs.	SUCHITA GUPTA	08697650	Non-Executive Director	11-08-2021	NA	NA	NA	30-08-1963	1	0	1	0
Mr.	SATYAJIT TRIPATHY	08681994	Non-Executive Director	07-10-2021	NA	NA	NA	02-02-1964	1	0	2	0
Mr.	HITESH JOSHI	09322218	Non-Executive Director	07-10-2021	NA	NA	NA	19-09-1968	1	0	1	0
Mr.	NSR CHANDRA PRASAD	01386757	Independent Director	26-10-2017	18-12-2020	NA	59	07-02-1954	1	1	2	0
Mr.	AJIT KUMAR SAXENA	05308801	Independent Director	01-11-2019	23-09-2022	NA	35	01-07-1956	1	1	3	2
Mrs.	VIJAYALAKSHMI RAJARAM IYER	05242960	Independent Director	01-11-2019	NA	23-09-2022	35	01-06-1955	6	6	10	4
Mrs.	RANI SINGH NAIR	09103000	Independent Director	12-03-2021	NA	NA	19	15-10-1956	1	1	1	1
Mr.	VAIJINATH M. GAVARSHETTY	08502484	Independent Director	06-01-2022	NA	NA	9	18-06-1958	2	2	1	0
Mr.	KISHORE GARIMELLA	07745995	Independent Director	06-01-2022	NA	NA	9	27-06-1960	1	1	0	0
Mr.	SATHIA JEEVA KRISHNAN	02179550	Independent Director	06-01-2022	NA	NA	9	04-11-1965	1	1	1	0
Mrs.	G. SHOBHA REDDY	09133433	MD & CEO	12-04-2021	NA	NA	NA	06-02-1963	1	0	0	0

Whether Regular Chairperson appointed: **Yes**

Whether Chairperson is related to Managing Director or CEO: **No**

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

[&]Category of directors means 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.

Note:

1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI Listing Regulations.
2. While calculating the committee positions of the Directors, both listed and unlisted Public companies including high value debt listed entities have been considered.
3. Number of memberships in Audit/Stakeholder Relationship Committee includes Chairpersonship, wherever applicable.

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	-
		NSR CHANDRA PRASAD	Non-Executive - Independent	22-01-2021	-
		HITESH JOSHI	Non-Executive – Non Independent	06-01-2022	-
		SATHIA JEEVA KRISHNAN	Non-Executive - Independent	06-01-2022	-
2. Nomination & Remuneration Committee	Yes	AJIT KUMAR SAXENA	Chairperson - Non-Executive – Independent	18-12-2020	-
		NSR CHANDRA PRASAD	Non-Executive - Independent	18-12-2020	-
		RANI SINGH NAIR	Non-Executive - Independent	24-12-2021	-
3. Risk Management Committee	Yes	NSR CHANDRA PRASAD	Chairperson - Non-Executive – Independent	22-10-2018	-
		VIJAYALAKSHMI RAJARAM IYER	Non-Executive - Independent	31-12-2019	23-09-2022
		VAIJINATH M. GAVARSHETTY	Non-Executive - Independent	06-01-2022	-
		G. SHOBHA REDDY	Executive	12-04-2021	-
4. Stakeholders Relationship Committee	Yes	RANI SINGH NAIR	Chairperson - Non-Executive Independent	24-12-2021	-
		AJIT KUMAR SAXENA	Non-Executive - Independent	18-12-2020	-
		NSR CHANDRA PRASAD	Non-Executive - Independent	18-12-2020	-
5. Corporate Social Responsibility Committee	Yes	NSR CHANDRA PRASAD	Chairperson - Non-Executive - Independent	22-08-2018	-
		RANI SINGH NAIR	Non-Executive Independent	04-08-2021	-
		G. SHOBHA REDDY	Executive	12-04-2021	-

[&]Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

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)
12-04-2022	-	Yes	12	7	34
18.05.2022	-	Yes	10	6	-
	21-07-2022	Yes	12	6	63
	02-08-2022	Yes	12	6	11

* to be filled in only for the current quarter meetings

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	4	3	18-05-2022	*
	21-07-2022	Yes	4	3		63
	02-08-2022	Yes	4	3		11
CSR Committee	20-07-2022	Yes	3	2	*	NA
Risk Management Committee	*	Yes	4	3	10-05-2022	*
	01-07-2022	Yes	4	3	*	51
	30-09-2022	Yes	3	2	*	90

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

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

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)#
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT ¹	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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. If status is "No" details of non-compliance may be given here.

¹ *In terms of Regulation 23(4) of the SEBI Listing Regulations, all material RPTs shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. In this connection, it is submitted that the Company is a wholly owned subsidiary of Tata Capital Limited. Accordingly, Tata Capital Limited is a related party of the Company and hence the requirement of only unrelated shareholders voting to approve material RPTs cannot be met. Hence, owing to the impossibility of complying with this voting requirement, the shareholders' approval cannot be sought for the material RPTs.*

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 : Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee : Yes
 - b. Nomination & Remuneration Committee : Yes
 - c. Stakeholders Relationship Committee : Yes
 - d. Risk management committee (applicable to the top 1000 listed entities): Yes
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
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
 - a) This report has been placed before Board of Directors: The Corporate Governance Report for the quarter ended September 30, 2022, will be placed before the Board of Directors at the ensuing Board Meeting.
 - b) The report submitted in the previous quarter has been placed before Board of Directors: Yes
 - c) Any comments/observations/advice of the board of directors may be mentioned here: None

Nutan Singh
Company Secretary
Membership no.: A27436
Place: Mumbai