

GICHFL/SEC/2023

20.01.2023

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 December 31, 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 : December 31, 2022

I. Composition of Board of Directors												
Title (Mr./Mrs.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>a</sup>	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 related to Promoter (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
Mrs.	NEERJA KAPUR	09733917	Non-Executive Director	07-11-2022	NA	NA	NA	28-04-1964	2	0	1	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	62.06	07-02-1954	1	1	2	0
Mr.	AJIT KUMAR SAXENA	05308801	Independent Director	01-11-2019	23-09-2022	NA	38	01-07-1956	1	1	3	2
Mrs.	RANI SINGH NAIR	09103000	Independent Director	12-03-2021	NA	NA	21.20	15-10-1956	1	1	1	1
Mr.	VAIJINATH M. GAVARSHETTY	08502484	Independent Director	06-01-2022	NA	NA	11.26	18-06-1958	2	2	1	0
Mr.	KISHORE GARIMELLA	07745995	Independent Director	06-01-2022	NA	NA	11.26	27-06-1960	1	1	0	0



Title (Mr./ Ms.)	Name of the Director	DIN <sup>§</sup>	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	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.	SATHIA JEEVA KRISHNAN	02179550	Independent Director	06-01-2022	NA	NA	11.26	04-11-1965	1	1	3	0
MR.	DAMODHARAN NEELAM	07759291	Independent Director	24-11-1959	NA	NA	2.11	24-11-1959	1	1	0	0
Mrs.	G. SHOBHA REDDY	09133433	MD & CEO	12-04-2021	NA	14-11-2022	NA	06-02-1963	0	0	0	0
MR.	PAUL LOBO	09787223	MD & CEO	15-11-2022	NA	NA	NA	17-02-1965	1	0	0	0

Whether Regular Chairperson appointed: **Yes**

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

<sup>§</sup>PAN of any director would not be displayed on the website of Stock Exchange, hence the same is not provided.

<sup>&</sup>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	-
		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	-
		VAIJINATH M. GAVARSHETTY	Non-Executive - Independent	06-01-2022	-
		G. SHOBHA REDDY	Executive	12-04-2021	14-11-2022
		DAMODHARAN NEELAM	Non-Executive - Independent	22-12-2022	-
		PAUL LOBO	Executive	15-11-2022	-
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	14-11-2022
		PAUL LOBO	Executive	15-11-2022	-

\*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.



**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)
21-07-2022	-	Yes	12	6	-
02-08-2022	-	Yes	12	6	11
	21-10-2022	Yes	11	6	79
	14-11-2022	Yes	13	7	23

\* 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	21-07-2022	*
	-	Yes	4	3	02-08-2022	11
	14-11-2022	Yes	4	3	-	103
CSR Committee	-	Yes	3	2	20-07-2022	-
	09-11-2022	Yes	3	2	-	111
Nomination & Remuneration Committee	19-10-2022	Yes	3	3	*	-
	09-11-2022	Yes	3	3	*	20

\*\*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 (Yes/No/NA)#</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT <sup>1</sup>	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.*

#### **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
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

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

