

GIC HOUSING FINANCE LIMITED

INTERNAL GUIDELINES ON CORPORATE GOVERNANCE

[Pursuant to RBI (HFC) Master Directions 2021]

Approved by Board of Directors on	January 23, 2017
Last Reviewed /Modified on	November 13, 2025

1. PURPOSE AND SCOPE:

GIC Housing Finance Limited ("the Company") is a Listed Housing Finance Company where it is believed that good governance practices are the foundation for the functioning of the Company. Corporate Governance is about maximizing shareholders' value on a sustainable basis and ensuring fairness to all other stakeholders of the Company.

In order to continue to have best practices and greater transparency in the operations of the Company and in compliance with the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2011 issued on February 17, 2011, the Company has framed these Internal Guidelines on Corporate Governance.

2. BOARD OF DIRECTORS AND ITS COMMITTEES:

The Company is professionally managed by the Members of the Board of Directors of the Company and its Committees. The Board shall have an optimum combination of Executive and Non-Executive Directors with at least one-Woman Independent Director and not less than fifty percent of the Board of Directors shall comprise of Non-Executive Directors; and where the listed entity does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. All the Directors shall meet the 'fit and proper' criteria as prescribed by the RBI. The Directors bring to the Board a wide range of experience and skills, which includes finance, banking, insurance, law, credit, IT, HR, taxation, accounting and economics etc..

All the Directors on the Board (except as per the provision of Article of Association of the Company and Companies Act, 2013) are liable to retire by rotation and one third of such Directors shall retire at every Annual General Meeting of the Company. The Directors who are longest in Office since their appointment shall retire and in accordance with the provisions of applicable laws shall be eligible for re-election.

Independent Directors of the Company shall hold at least one meeting in a financial year without the attendance of Non-Independent Director and Members of the Management. All the Independent Directors shall strive to be present at such meeting. The meeting shall review the performance of non - Independent Director and the Director as a whole, review the performance of the Chairperson and assess the quality, quantity and timeliness of flow of information between the Management and the Board as per regulatory provisions.

The Board of Directors of the Company shall have the following responsibilities:

✓ Disclosure of information:

Members of Board of Directors and Key Managerial Personnel shall disclose to the Board of Directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company.

The Board of Directors and Senior Management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

✓ **Key functions of the Board of Directors-**

- a) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance and overseeing major capital expenditures, acquisitions and divestments.
- b) Monitoring the effectiveness of the Company's governance practices and making changes as needed.
- c) Selecting, compensating, monitoring and when necessary, replacing Key Managerial Personnel and overseeing succession planning.
- d) Aligning Key Managerial Personnel and remuneration of Board of Directors with the longer term interests of the Company and its shareholders.
- e) Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board of Directors.
- f) Monitoring and managing potential conflicts of interest of Management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g) Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h) Overseeing the process of disclosure and communications.
- i) Monitoring and reviewing Board of Director's evaluation framework.

✓ **Other responsibilities:**

- j) The Board of Directors shall provide strategic guidance to the Company, ensure effective monitoring of the Management and shall be accountable to the Company and the shareholders.
- k) The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- l) Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company and the shareholders.
- m) Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
- n) The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- o) The Board of Directors shall exercise objective independent judgement on corporate affairs.
- p) The Board of Directors shall consider assigning a sufficient number of non- executive members of the Board of Directors capable of exercising independent judgement to tasks where there is a potential for conflict of interest.
- q) The Board of Directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the Company to excessive risk.
- r) The Board of Directors shall have ability to step back, to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the Company's focus.
- s) When Committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.
- t) Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.

- u) In order to fulfil their responsibilities, members of the board of directors shall have access to accurate, relevant and timely information.
- v) The Board of Directors and Senior Management shall facilitate the Independent Directors to perform their role effectively as a Member of the Board of Directors and also a Member of a Committee of Board of Directors.
- w) Any other functions as per regulatory requirements.

Board shall constitute the following Committees:

1. AUDIT COMMITTEE:

The Audit Committee shall have minimum three directors as Members, with at least two-thirds of the members of audit committee shall be independent directors. All members of the Audit Committee shall be financially literate and at least one member shall have accounting or related financial management expertise.

The members of the Audit Committee shall elect a Chairman from amongst themselves, who shall necessarily be an Independent Director and who shall be present at Annual general meeting to answer shareholder queries. The Company Secretary shall act as Secretary to the Committee Meetings. The Audit Committee shall meet periodically, but at least 4 times a year and not more than 120 days shall elapse between two successive meetings. The quorum for Meetings of the Audit Committee shall be either two members or one-third of the members of the Audit Committee, whichever is higher, with at-least 2 Independent Director.

The Audit Committee shall act and have powers in accordance with the terms of reference which shall include the following:

1. To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. To review and monitor the auditor's independence and performance, and effectiveness of audit process;
4. To approve the payments of statutory auditors for any other services rendered by the statutory auditors;
5. To review with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;

6. To review with the Management, the quarterly financial statements before submission to the board for approval;
7. To review with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
8. To approve or any subsequent modification of transactions of the Company with related parties;
9. To scrutinize inter-corporate loans and investments;
10. To undertake the valuation of undertakings or assets of the Company, wherever it is necessary;
11. To evaluate the internal financial controls and risk management systems;
12. To review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. To discuss with internal auditors of any significant findings and follow up there on;
15. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. To approve the appointment of chief financial officer after assessing the qualifications, experience, and background, etc. of the candidate;
20. To carry out any other function as is mentioned in the terms of reference of the audit committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
23. To do any other jobs as prescribed under the provisions of Companies Act, 2013 or any other Rules/Regulations.
24. To review the Management discussion and analysis of financial condition and results of operations.
25. To review management letters/ letter of internal control weakness.
26. To appoint, remove and to decide the terms and remuneration of chief internal auditor.
27. To review statement of deviations (submitted to stock exchange) and annual statement of funds utilization for purposes other than stated in the offer document/prospectus etc.
28. The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

29. The audit committee at its discretion shall invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee, Provided that occasionally the audit committee may meet without the presence of any executives of the listed entity.

2. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee shall comprise of at-least three Directors and all Directors of the Committee shall be Non-Executive Directors; and with at least two third of the Directors shall be Independent Directors. The Chairperson of the Nomination and Remuneration Committee shall be an Independent Director.

The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The nomination and remuneration committee shall meet at least once in a financial year.

The Chairperson of the Nomination and Remuneration Committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the Chairperson to decide who shall answer the queries.

The role of the Nomination and Remuneration Committee shall be as follows:

- i. formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board Of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may-
 - a. use the services of an external agencies, if required
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- iii. formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- iv. devising a policy on diversity of Board of Directors;
- v. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- vi. whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- vii. Recommend to Board all remuneration (in any form) payable to senior management.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Board shall constitute a Stakeholders Relationship Committee to specifically look into the various aspect of interest of shareholders, debenture holders and other security holders.

The Chairperson of this Committee shall be a Non-Executive Director. At least 3 Directors with at least one being an Independent Director shall be member of the Committee. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders. The stakeholder's relationship committee shall meet at least once in a financial year.

The role of the committee shall inter-alia include the following:

- i. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii. Review of measures taken for effective exercise of voting rights by shareholders.
- iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- v. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Every Company having a net worth of Rs. 500 crores or more, or turnover of Rs. 1000 crores or more or net profit of Rs. 5 crores or more during immediate preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors out of which one shall be an Independent Director. The CSR committee shall meet at such frequency as may be decided by the Board.

The CSR Committee shall:

- i. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013.
- ii. recommend the amount of expenditure to be incurred on the activities referred in Schedule VII and
- iii. implement and monitor the Corporate Social Responsibility Projects of the Company as per the instructions of the Board and CSR Policy of the Company and reporting the progress of the Project to Board on timely basis.
- iv. Any other activities as specified by Board.

5. RISK MANAGEMENT COMMITTEE:

Pursuant to Regulation 21 of SEBI (LODR) Regulations, 2015 and RBI Master Directions, 2021, the Board shall constitute Risk Management Committee which shall have minimum 3 members with majority of them being members of the Board of Directors including at least 1 Independent Director. The Chairperson of the Committee shall be member of Board and senior executives of the Company may be members of the Committee. The Board shall define the role and responsibilities of the Committee and should be covered in Risk Management Policy of the Company.

The risk management committee shall meet at least twice in a financial year. The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance. The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than two hundred and ten days shall elapse between any two consecutive meetings.

As a Housing Finance Company, our Company is exposed to various types of risks inter alia Credit, Market, Liquidity and Operational Risk. In order to mitigate/transfer the risks, the Company has adopted a Risk Management Policy which provides a framework for identification, assessment, mitigation, and reporting of risks.

The Risk Management Committee shall be responsible to:

1. To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

The Board shall be the ultimate Authority to approve the strategic plans and objectives for Risk Management and Risk Philosophy.

6. IT Strategy Committee:

Pursuant to RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices, Board shall constitute IT Strategy Committee with minimum 3 directors as members. The Chairman of the Committee shall be an independent director and have substantial IT expertise in managing/ guiding information technology initiatives. The ITSC shall meet at least on a quarterly basis.

IT Strategy Committee shall-

1. Ensure that the company has put an effective IT strategic planning process in place;
2. Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the company towards accomplishment of its business objectives.
3. Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organization
4. Ensure that the company has put in place processes for assessing and managing IT and cybersecurity risks
5. Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives; and
6. Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.

7. WILFUL DEFAULTERS REVIEW COMMITTEE -

Pursuant to RBI Master Direction on Treatment of Wilful Defaulters and Large Defaulters, Board shall constitute Wilful Defaulter Review Committee for the purpose of reviewing the proposal of the Identification Committee and shall comprise of MD /CEO as Chairperson and 2 Independent Directors / NON-Executive Directors / equivalent officials as its members. The role of Committee will be as per RBI Guidelines on Wilful Defaulters and will report to Board on time to time basis.

8. SPECIAL COMMITTEE OF BOARD FOR MONITORING OF FRAUDS (SCBMF)

As per RBI - Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies), NBFCs (including HFCs) are required to constitute Special Committee for Fraud Monitoring with minimum three members of the Board of which 1 shall be the Chief Executive Officer and two Independent Directors. The chairperson of the committee shall be Independent Director.

The role of the committee shall includes –

1. SCBMF shall oversee the effectiveness of the fraud risk management in the Applicable NBFC.
2. SCBMF shall review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds. The coverage¹² and periodicity of such reviews shall be decided by the Board of the Applicable NBFC.

9. ASSET LIABILITY MANAGEMENT COMMITTEE:

As per new RBI Master Directions 2021 (earlier as per NHB Requirement), the guidelines for Asset Liability Management system in housing finance companies are applicable to all HFCs irrespective of whether they are accepting / holding public deposits or not. Accordingly, all HFCs are required to put in place the ALM system. Successful implementation of the risk management process would require strong commitment on the part of the senior management in the HFC. The Board should have overall responsibility for management of risks and should decide the risk management policy of the HFC and set limits for liquidity, interest rate, exchange rate and equity price risks.

The Board of Directors will formulate a committee called as Asset Liability Committee (ALCO) which shall consist of Company's senior management including MD & CEO and report to Risk Management Committee and Board. The Board will decide on the role, powers and responsibilities of the committee so as to ensure that it operate within the limits and parameters set by the Board. The ALCO has been formed to oversee the implementation of the Asset Liability System and review its functioning periodically.

The role of Committee is to monitor and control the risk exposures involved in the asset liability management system and other functions as listed in ALM Policy of the Company duly approved by the Board. In addition to monitoring the risk levels of the Company, the ALCO would review the results of and progress in implementation of the decisions.

3. AUDITORS:

Statutory Auditor:

The Board and the Audit Committee shall be responsible for the appointment/reappointment of Statutory Auditors of the Company and to fix their remuneration pursuant to the provisions of Companies Act 2013, Listing Regulations, RBI guidelines as amended from time to time.

Secretarial Auditor:

Every Listed Company shall annex with its Board's Report a Secretarial Audit Report, given by a Company Secretary in Practice. The Board of Directors in their report shall explain in full any qualification or observation or other remarks made by the Company Secretary in practice in his secretarial audit report under sub section. The Board shall consider and approve the appointment of Secretarial Auditor.

Internal Auditor:

The Board and the Audit Committee of the Company shall appoint Internal Auditors in accordance with the provisions of applicable laws and regulations who shall perform independent and objective assessment of the internal controls, processes and procedures instituted by the management and accordingly monitor its adequacy and effectiveness.

4. COMPLIANCE OFFICER/ CHIEF COMPLIANCE OFFICER:

The Board of Directors shall appoint Compliance Officer/Chief Compliance Officer (as per applicable regulatory guidelines) to ensure the compliance with applicable laws.

5. ADOPTION OF POLICIES:

Company shall adopt such policies which are required to be adopted under Companies Act, 2013, Listing Regulations 2015, RBI Master Directions 2021 and any other applicable rules & regulations.

6. CODE OF CONDUCT:

Company shall frame the code of conduct for its Directors, Promoters and designated Employees of the Company to conduct their business and affairs in compliance with applicable laws, rules and regulations of India.

7. PERFORMANCE EVALUATION:

Performance evaluation of Board Members and Board Committees will be as per the Board approved Performance Evaluation Policy of the Company.

8. VIGIL MECHANISM:

The Listed Entity shall formulate a vigil mechanism for Directors and Employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of Director(s) or Employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

9. PROTECTION TO MINORITY SHAREHOLDERS:

Company shall make all necessary disclosures to public in general which enables all shareholders including minority shareholders to take informed decisions. Company also provide e-voting facility along with ballot forms (if allowed as per law) to all the Shareholders for casting their votes for passing of all resolutions in General Meeting.

10. RELATED PARTY TRANSACTIONS:

The Listed Entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions pursuant to Listing Regulations, 2015. All related party transactions shall require prior approval of the Audit Committee.

Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the listed entity subject to the certain conditions as given in Listing Regulations, 2015.

11. COMPLIANCE OF OTHER APPLICABLE LAWS AND REGULATIONS:

The Company shall comply with other applicable rules and regulations from time to time which are applicable to it in day-to-day operations.

12. REVIEW & AMENDMENTS

Internal guidelines on Corporate Governance are subject to review/ amendment by the Board on time to time basis. In case of any regulatory / Statutory amendments, the provisions of statute / regulations shall mutatis-mutandis apply to these guidelines.
