

COMPANY SECRETARIES

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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

SECRETARIAL COMPLIANCE REPORT OF GIC HOUSING FINANCE LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **GIC HOUSING FINANCE LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31,2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the applicable extent;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(during the period under review not applicable to the Company)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(during the period under review not applicable to the Company)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

Further in terms of SEBI Circular no SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 in respect requirement of disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of Listing Regulations - Not Applicable

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned).	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

(C) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standard	YES	-

	The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)		
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	YES	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	YES	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	-


5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>(a) NA</p> <p>(b) Yes</p>	<p>The listed entity does not have any material subsidiary</p>
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>YES</p>	<p>-</p>
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	<p>YES</p>	<p>-</p>
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	<p>(a) YES</p> <p>(b) NA</p>	<p>-</p> <p>(b) Please refer to point 8(a)</p>
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR</p>	<p>YES</p>	<p>-</p>

	Regulations, 2015 within the time limits prescribed thereunder.		
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	<p>NA</p> <p>No</p>	Refer Annexure 1 attached to the report
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	No such event during the period under review
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	NA	During the period under review no additional non-compliance.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

For **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code P1996MH007500)

KHADIJA M
INDREWALA



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by KHADIJA M
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Date: 2026.05.15
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Khadija Indrewala
Partner

ACS No: 72328

CP No.: 27877

PR No.: 7281/2025

Place: Mumbai

Date: 15-05-2026

UDIN: A072328H000377314

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure 1

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary of Listed Entity	Management Response	Remarks
New India Assurance Company Limited-Promoter Company										
1	The Board of directors of the top 2000 listed entities shall comprise of not less than six directors.	Regulation 17(1) (c) of SEBI (LODR) Regulations, 2015	The strength of the Board of Directors was below the minimum require six directors.	NSE and BSE	Fine	The strength of the Board of Directors fell below the minimum require number of six directors	Rs. 5,36,900 /- for Quarter ended June 2025, Rs. 5,42,800 /- for Quarter ended September 2025 and Rs. 5,42,800 for Quarter ended December 2025 (including GST)	The strength of the Board of Directors fell below the minimum require number of six directors	The Company being Government company has no authority to appoint directors on the Board. The appointment is done by Department of Financial Services, GOI. Hence, the composition	-

							was levied by both the Stock Exchange for noncompliance of Regulation 17(1) of SEBI (LODR), 2015		n of the Board is not as per SEBI LODR. Company has requested waiver for the same.	
2	The audit committee shall have minimum three directors as members and at least Two-thirds of the members of audit committee shall be Independent Directors.	Regulation 18(1)(a) & (b) of SEBI (LODR) Regulations, 2015	The Audit Committee did not comprise the minimum require three directors and the requisite two-thirds Independent Director	NSE and BSE	Fine	The Company has not complied with the provisions relating to the constitution of the Audit Committee as the Audit Committee did	Rs. 35,400/- for Quarter ended March 2025 (including GST) was levied by both the Stock Exchange for	The Company has not complied with the provisions relating to the constitution of the Audit Committee as the Audit Committee did not have the minimum require three	The Company being Government company has no authority to appoint directors on the Board. The appointment is done by Departme	-

						not have the minimum required three directors and the requisite two-thirds Independent Directors during the quarter ended March 31 2025 and March 2026	non compliance of Regulation 18(1) of SEBI (LODR), 2015	directors and the requisite two-thirds Independent Directors.	not of Financial Services, GOI. Hence, the composition of the Committee is not as per SEBI LODR. Company has requested waiver for the same.	
3	The Nomination and remuneration committee shall comprise of at least three directors, all directors of the committee shall be non-executive directors; and at least two-thirds of	Regulation 19(1)(a)(c) of SEBI (LODR) Regulations, 2015	The Nomination and Remuneration Committee did not comprise the minimum	NSE and BSE	Fine	The Company has not complied with the provisions relating to the constitution of the	Rs. 35,400/- for Quarter ended March 2025 (including GST) was	The Company has not complied with the provisions relating to the constitution of the	The Company being Government company has no authority to appoint directors	-

<p>directors shall be independent director.</p>		<p>require three directors and the requisite two-thirds Independent Directors</p>		<p>Nomination and Remuneration Committee as the Nomination and Remuneration Committee did not have the minimum required three directors and the requisite two-thirds Independent Directors during the quarter ended March 31 2025and</p>	<p>levied by both the Stock Exchange for non compliance of Regulation 19(1) / 19(2) of SEBI (LODR), 2015</p>	<p>Nomination & Remuneration Committee as the Nomination & Remuneration Committee did not have the minimum three directors and the requisite two-thirds Independent Directors.</p>	<p>on the Board. The appointment is done by Department of Financial Services, GOI. Hence, the composition of the Committee is not as per SEBI LODR. Company has requested waiver for the same.</p>	
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						March 31, 2026				
4	Where the Chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent 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.	Regulation 17(1) (b) of SEBI (LODR) Regulations, 2015	Atleast half of the Board of Directors of the Company did not comprise Independent Directors.	NSE and BSE	Fine	The Chairperson of the Board is an Executive Director. Accordingly, at least half of the Board of Directors should comprise Independent Directors. However the Company doesn't meet this requirement, as atleast half of its Board is not	Rs. 5,36,900 /- for Quarter ended June 2025, Rs. 5,42,800 /- for Quarter ended September 2025 and Rs. 5,42,800 for Quarter ended December 2025 (including GST) was levied by both the Stock Exchange for	The Chairperson of the Board is an Executive Director. Accordingly, at least half of the Board of Directors should comprise Independent Directors. However the Company doesn't meet this requirement, as atleast half of its Board is not composed of Independent Directors.	The Company being Government company has no authority to appoint directors on the Board. The appointment is done by Department of Financial Services, GOI. Hence, the composition of the Board is not as per SEBI LODR. Company has requested	-

						composed of Independent Directors.	non-compliance of Regulation 17(1) of SEBI (LODR), 2015		waiver for the same.	
General Insurance Corporation of India- Promoter Company										
1	The listed entity does not have a regular non-executive chairperson, at least half of the board of the directors shall comprise of Independent Directors	Regulation 17(1) of SEBI (LODR) Regulations, 2015	The promoter company does not have requisite no. of Independent Director.	NSE & BSE	Fine	The required number of Independent Directors on the Board for the quarter ended March 2025, June 2025, September 2025, December 2025 and	Rs. 5,31,000 /- for Quarter ended March 2025, Rs. 5,36,900 /- for Quarter ended June 2025 and Rs. 5,42,800 for Quarter ended September 2025 and Rs.	-	The Corporation being a Government of India Company, the appointment of Director on the Board is done by the Government of India through Ministry of Finance, as per the Articles of Association	-

						<p>March 2026 were not available</p>	<p>542,800 for the quarter ended on December 2025 (including GST) was levied by both the Stock Exchange for non-compliance of Regulation 17(1) of SEBI (LODR), 2015</p>		<p>n of the Corporation. Corporation has already requested the Ministry of Finance for appointment of Directors and has been following up in this respect. The Corporation and its Directors and Officers have taken all efforts and steps in this respect. Said matter is</p>
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									pending with Ministry of Finance. In light of this, a request has been made to both Stock Exchanges to waive the fine imposed for not having the required number of Directors on the Board.	
2	The audit committee shall have minimum three directors as members and at least Two-thirds of the members of audit committee shall be Independent Directors.	Regulation 18(1)(a) & (b) of SEBI (LODR) Regulations, 2015	The Audit Committee did not comprise the minimum require three directors and the requisite	-	-	-	-	The Company has not complied with the provisions relating to the constitution of the Audit Committee	The Corporation being a Government of India Company, the appointment of Director on the Board	-

			two-thirds Independent Director					as the Audit Committee did not have the minimum require three directors and the requisite two-thirds Independent Directors.	is done by the Government of India through Ministry of Finance, as per the Articles of Association of the Corporation. Corporation has already requested the Ministry of Finance for appointment of Directors for ensuring the compliance with composition of committee
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									s and has been following up in this respect. The Corporation and its Directors and Officers have taken all efforts and steps in this respect. Said matter is pending with Ministry of Finance.	
3	The Nomination and remuneration committee shall comprise of at least three directors, all directors of the committee shall be non-executive directors; and at least two-thirds of	Regulation 19(1)(a)(c) of SEBI (LODR) Regulations, 2015	The Nomination and Remuneration Committee did not comprise the	-	-	-	-	The Company has not complied with the provisions relating to the constitution	The Corporation being a Government of India Company, the appointment of	-

<p>directors shall be independent director.</p>		<p>minimum require three directors and the requisite two-thirds Independent Directors</p>					<p>of the Nomination & Remuneration Committee as the Nomination & Remuneration Committee did not have the minimum require three directors and the requisite two-thirds Independent Directors.</p>	<p>Director on the Board is done by the Government of India through Ministry of Finance, as per the Articles of Association of the Corporation. Corporation has already requested the Ministry of Finance for appointment of Directors for ensuring the compliance with composition</p>	
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									<p>n of committee s and has been following up in this respect. The Corporatio n and its Directors and Officers have taken all efforts and steps in this respect. Said matter is pending with Ministry of Finance.</p>
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Annexure A

To,

GIC HOUSING FINANCE LIMITED

6th Floor, National Insurance Building 14,
Jamshedji Tata Road, Churchgate
Mumbai, Maharashtra, India- 400020

Our report of even date is to be read along with this letter.

- 1.Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2.Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3.We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4.This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 5.It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.

For **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code P1996MH007500)

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Date: 2026.05.15
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LA

Khadija Indorewala
Partner

ACS No: 72328

CP No.: 27877

PR No.: 7281/2025

Place: Mumbai

Date: 15-05-2026

UDIN: A072328H000377314