

### Notice to the Members of Godrej Housing Finance Limited

NOTICE is hereby given that the 6<sup>th</sup> (Sixth) Annual General Meeting (“AGM”) of the Members of Godrej Housing Finance Limited (“the Company”), is scheduled to be held on Tuesday, May 21, 2024, at 11:00 a.m., at a shorter notice, at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 to transact the following businesses:

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#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Report(s) of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.

#### SPECIAL BUSINESS:

3. **Appointment of Mr. Hemant Adarkar (DIN: 03127893) as an Independent Director of the Company.**

To consider and, if deemed fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”), as amended, read with the rules framed thereunder, Schedule IV of the Act and in accordance with the Articles of Association of the Company and with the “Fit & Proper” person criteria as specified by the Reserve Bank of India (“RBI”) and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, Mr. Hemant Adarkar (DIN: 03127893) who was appointed by the Board of Directors on recommendation of the Nomination and Remuneration Committee, as an Additional Director in the category of Independent Director of the Company under section 161 of the Act and who holds office upto the date of the 6<sup>th</sup> (sixth) Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a term of 5(five) consecutive years, w.e.f. January 10, 2024 to January 9, 2029 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and / or Company Secretary and / or the Chief Financial Officer of the Company and / or Chief Compliance Officer, be and are hereby severally authorised to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt



that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

**4. Remuneration payable to Mr. Manish Shah (DIN: 06422627) as the Managing Director & Chief Executive Officer of the Company.**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V of Companies Act, 2013 (“the Act”), as amended, read with the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with recommendation and approval of the Nomination and Remuneration Committee and Board of Directors respectively, consent of the Members be and is hereby accorded for remuneration not exceeding Rs. 5.25 Crores (Rupees Five Crores and Twenty-Five Lakhs only) to be paid to Mr. Manish Shah (DIN: 06422627), Managing Director & Chief Executive Officer of the Company for the period from April 1, 2024 to March 31, 2025.

**RESOLVED FURTHER THAT** other terms and conditions of appointment of Mr. Manish Shah as Managing Director & Chief Executive Officer as approved earlier by the members of the Company shall remain unchanged.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and / or Company Secretary and / or the Chief Financial Officer of the Company and / or Chief Compliance Officer, be and are hereby severally authorised to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

**5. Increase in the Borrowing limits of the Company:**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession to all the earlier resolutions passed in this regard and pursuant to provisions of Sections 179, 180(1)(c) and other applicable provisions of the Companies Act, 2013 (“the Act”), as amended, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 read with directions/notifications/circulars prescribed by



guidelines, directions, notifications and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Borrowing & Investment Committee constituted by the Board or person(s)/committee(s) authorised to exercise the powers conferred on the Board by this resolution), to borrow such sums of money (including by way of debt issuance of Tier II capital, perpetual bond, secured or unsecured, term loan(s)/ guarantee(s)/lines of credit/inter corporate deposit(s)/convertible or non-convertible instrument(s) or securities/commercial paper(s)/working capital facilities and/or in any other form from time to time as may be required for the purpose of business of the Company), in excess of the aggregate of paid up share capital of the Company, free reserves, that is to say, reserves not set apart for any specific purpose, and securities premium account subject to the condition that the total amount of such borrowing(s) outstanding at any given point of time together with the money already borrowed (apart from temporary loans obtained by the Company from its Bankers/ other entities in ordinary course of business) shall not at any time exceed the limit of Rs. 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and / or Company Secretary and / or the Chief Financial Officer of the Company and / or Chief Compliance Officer, be and are hereby severally authorised to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution."

#### **6. Authorizing the Board to mortgage/create charge on the assets:**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession to all the earlier resolutions passed in this regard and pursuant to provisions of Section 179, 180(1)(a) and other applicable provisions of the Companies Act, 2013 ("the Act"), as amended, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 read with directions/notifications/circulars prescribed by the Reserve Bank of India and National Housing Bank, and such other rules, regulations, guidelines, directions, notifications and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Borrowing & Investment Committee constituted by the Board or person(s)/committee(s) authorised to exercise the powers conferred on the Board by this resolution), to create such charges, mortgages, hypothecations etc. on both present and



future movable and immovable properties, of the Company, in favour of lenders/banks/financial institutions/security/debenture trustee etc. for availing various credit facility(ies), as may be required, from time to time, in such a way that the total charges, mortgages, hypothecations etc. together with charges, mortgages, hypothecations etc. already created on both present and future movable and immovable properties, of the Company do not exceed sum of Rs. 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and / or Company Secretary and / or the Chief Financial Officer of the Company and / or Chief Compliance Officer, be and are hereby severally authorised to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution."

#### **7. Issuance of Non-Convertible Debentures under Private Placement Basis:**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 42, 71, 179, 180(1)(c) and other applicable provisions of the Companies Act, 2013 ("the Act"), as amended, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 read with directions/notifications/circulars prescribed by the Reserve Bank of India and National Housing Bank, and such other rules, regulations, guidelines, directions, notifications and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Borrowing & Investment Committee constituted by the Board or person(s) authorised to exercise the powers conferred on the Board by this resolution), to create/offer/issue/allot up to such number of Non-Convertible Debentures ("NCDs"), under private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security, such that the aggregate principal amount of such NCDs does not exceed Rs. 3,000 Crores (Rupees Three Thousand Crores only), during the period of one year from the date of approval of the members for issue of NCDs.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and / or Company Secretary and / or the Chief Financial Officer of the Company and / or Chief Compliance Officer, be and are hereby severally authorised to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

**Place:** Mumbai

**Date:** April 30, 2024

**By Order of the Board of Directors  
For Godrej Housing Finance Limited**

**Kunal Karnani**  
**Chief Financial Officer**



**Registered Office:**

Godrej One,  
Pirojshanagar, Eastern  
Express Highway,  
Vikhroli (East),  
Mumbai 400 079.

CIN: U65100MH2018PLC315359

Tel No.: 022-68815555

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office/Corporate Office of the Company not less than FORTY-EIGHT HOURS before the AGM.
2. Members who are body corporate(s) intending to appoint their authorized representative(s) to attend the AGM are requested to send to the Company, a certified copy of the resolution of its Board of Directors / other governing body authorizing their representative(s) to attend and vote on their behalf at the AGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act")
3. The Meeting will be convened at shorter notice, after obtaining the consent of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Act.
4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the AGM and are requested to write their Client ID and DP ID in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting area.
5. In case of joint holders attending the AGM, if any, only such joint holder who is higher in the order of names will be entitled to vote.
6. Route map for reaching the AGM Venue is enclosed herewith.
7. An Explanatory Statement as required under section 102(1) of the Act and under other provisions and rules as may be applicable setting out material facts in respect of special business as set out in the Notice is annexed hereto.
8. The Registrar and Share Transfer Agents of the Company are Kfin Technologies Limited having their office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, Tel. No.: 040 6716 2222, Email id: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
9. The Notice of AGM is available on the website of the Company at <https://www.godrejcapital.com/ghf/products.html>.
10. Relevant documents referred to in the AGM Notice will be kept open for inspection for the members from the date of dispatch of the Notice up to and including the date of the AGM at the AGM venue. The documents can be inspected at the registered office of the Company on any working day, between 10:00 a.m. (IST) to 1:00 p.m. (IST).
11. Additional information of a director seeking appointment/re-appointment at the ensuing AGM, as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") is annexed to the Notice.

12. The Resolution shall be deemed to be passed on the date of the AGM i.e., Tuesday, May 21, 2024 subject to receipt of the requisite number of votes in favour of the respective Resolution.
13. Manner of Voting during the AGM shall be through show of hands, unless a poll is demanded.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 3**

The Reserve Bank of India (RBI) has on November 7, 2023 issued Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices which are applicable from April 1, 2024 ("Directions").

As per the Directions, all Non-Banking Financial Companies including Housing Finance Companies are inter alia required to constitute a Board level IT Strategy Committee (ITSC) with minimum three directors as members and designate an Independent Director having substantial IT expertise in managing/ guiding information technology initiatives as the Chairperson of the ITSC.

While the Company has a duly constituted ITSC, considering the growing complexity in information technology it is felt that a person with deep domain expertise in IT should be on-boarded to guide the Company.

Accordingly, the Board of Directors of the Company vide Circular Resolution dated January 10, 2024, on recommendation of the Nomination & Remuneration Committee have appointed Mr. Hemant Adarkar as an Additional Director in the capacity of Independent Director for a term of five (5) consecutive years with effect from January 10, 2024, not liable to retire by rotation, subject to approval of the Members of the Company at the ensuing Annual General Meeting ("AGM").

Thus, approval of the Members is being sought for appointment of Mr. Hemant Adarkar as an Independent Director of the Company for a term of 5(five) consecutive years, effective from January 10, 2024 up to January 9, 2029.

Mr. Hemant Adarkar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act 2013 ("the Act"). He has confirmed that he is not debarred from holding office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received a declaration from him that he meets the criteria of independence as prescribed under section 149(6) of the Act.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and confirmed that Mr. Hemant Adarkar meets the Fit & Proper person criteria as prescribed by RBI.

The Board has taken on record the declarations submitted by him and is of the opinion that he is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director as specified in the Act.

The relevant documents with respect to the aforesaid matter will be available for inspection by the Members at the Registered office of the Company during its business hours on all working days.

Considering the rich and vast experience of Mr. Hemant Adarkar (detailed in **Annexure I**), your Board believes that his appointment as Independent Director on the Board of the

Company will be in the benefit of the Company.

Except Mr. Hemant Adarkar, being the appointee, none of the Directors or Key Managerial Personnel or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 3 of the Notice.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the Members.

#### **Item No. 4**

The Members at the 4<sup>th</sup> (Fourth) Annual General Meeting of the Company held on May 25, 2022, reappointed Mr. Manish Shah as the Managing Director and Chief Executive Officer of the Company with effect from September 4, 2022 for a period of 3 (three) years.

On recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 30, 2024 subject to approval of the Members, approved payment of remuneration not exceeding Rs. 5.25 Crores (Rupees Five Crores and Twenty-Five Lakhs only) per annum to Mr. Manish Shah for a period from April 1, 2024 to March 31, 2025.

As per provisions of Section 197 of the Companies Act 2013 ("the Act"), if a company has no profits or its profits are inadequate, the company can pay to its directors, including any managing or whole-time director or manager or any other non-executive director, including an independent director, by way of remuneration any amount only in accordance with the provisions of Schedule V of the Act.

Further, Schedule V prescribes that if a company proposes to pay remuneration within the limits specified under Section II, then approval of shareholders via ordinary resolution is required whereas if company proposes to pay remuneration exceeding limits specified under Section II then approval of shareholders via a special resolution is required.

In accordance with the above regulatory requirement and considering that the remuneration proposed to be paid to Mr. Manish Shah, Managing Director and Chief Executive Officer of the Company is in excess of the limits specified under Section II of Schedule V, approval of shareholders by way of special resolution is being sought.

The following additional information as per Section II of Part II of Schedule V to the Act is given below:

#### **I. General Information:**

1	Nature of Industry	The Company is engaged in the business of Housing Finance. It was granted license to commence business as a Housing Finance Company on October 26, 2020.
2	Date of commencement of commercial production	02 <sup>nd</sup> November, 2020

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance of 2023-24 based on given indicators	<p><b>Financial Performance of the Company for the financial year ended 31<sup>st</sup> March, 2024:</b></p> <p><i>(Rupees in lakhs)</i></p> <p>Revenue from operations: Rs. 46,405.58</p> <p>Other Income: Rs. 2,657.43</p> <p>Total Expenditure: Rs. 41,050.62</p> <p>Net profit before tax: Rs. 8,012.39</p> <p>Net Profit after tax: Rs. 8,012.39</p>
5	Foreign investments or collaborations, if any	As on March 31, 2024, there is no foreign investments in the Company.

## II. Information about the appointee: Not Applicable (No appointment proposed)

## III. Other Information:

1	Reasons of loss or Inadequate profits	<p>The Company was incorporated on October 5, 2018, with the object to undertake housing finance business and was granted license as a Housing Finance Company on October 26, 2020. It commenced its business w.e.f. November 2, 2020. Financial Year 2021-22 was the first full year of operation of the Company.</p> <p>The Company became profitable in financial year 2022-23. The Total AUM of the Company is Rs. 5,46,332.57 Lakhs, and net profit is Rs. 8,012.39 Lakhs as on March 31, 2024.</p>
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms.	

Brief profile of Mr. Manish Shah is provided under **Annexure I**.

Except Mr. Manish Shah, none of the Directors or Key Managerial Personnel or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 4 of the Notice.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

### **Item No. 5 and 6**

The Members at the Annual General Meeting (“AGM”) of the Company held on May 22, 2023, had granted the following approvals to the Board of Directors:

- To borrow funds in excess of the aggregate of its Paid-up Capital, Free Reserves and Securities Premium Account from time to time, up to an aggregate amount not exceeding Rs. 10,000 crores,
- To create charges, mortgages, hypothecations etc. on both present and future movable and immovable properties, of the Company, in favour of lenders/banks/financial institutions/security/debenture trustee etc. for availing various credit facility(ies), as may be required, from time to time, upto an aggregate amount not exceeding Rs. 10,000 crores.

Considering the Company’s future business plans, growth potential, expansion of the Company’s loan portfolio and to meet the requirement of additional funds for the coming years, the Board of Directors of the Company at their meeting held on April 30, 2024 approved the following subject to approval of the Members of the Company:

- Increase existing borrowing limits of the Company from Rs. 10,000 Crores to Rs. 12,500 Crores, subject to the condition that the total amount of such borrowing(s) outstanding at any given point of time together with the money already borrowed (apart from temporary loans obtained by the Company from its Bankers/ other entities in ordinary course of business) shall not at any time exceed the limit of Rs. 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores only),
- Increase in existing limit for creation of charges, mortgages, hypothecations etc. on both present and future movable and immovable properties, of the Company from Rs. 10,000 Crores to Rs. 12,500 Crores, subject to the condition that the total charges, mortgages, hypothecations etc. together with charges, mortgages, hypothecations etc. already created on both present and future movable and immovable properties, of the Company do not exceed sum of Rs. 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores only).

Accordingly, in terms of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 (“the Act”), prior approval of the Members of the Company by way of special resolution for the aforesaid matters is being sought.

None of the Directors or Key Managerial Personnel or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 5 and 6 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 and 6 of the Notice for the approval of the Members.

### **Item No. 7**

The Members at the AGM of the Company held on May 22, 2023 had granted their approval, by passing a Special Resolution, to the Board of Directors of the Company to create / invite / offer / issue / allot such number of Non-Convertible Debentures (“NCDs”), by way of private placement, in one or more series or tranches, on such terms and conditions, as may be determined by the Board of Directors such that the aggregate principal amount of such NCDs issued during a period of 1 year commencing from the date of passing of the said special

resolution i.e. May 22, 2023 , does not exceed Rs. 2,000 Crores.

Considering the business plans and growth of the Company and to enable the Company to raise funds by way of issuance of NCDs, the Board of Directors of the Company at their meeting held on April 30, 2024, propose to create / invite / offer / issue / allot such number of NCDs, by way of private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at item no. 7 of the AGM Notice (i.e. May 21, 2024), does not exceed Rs. 3,000 Crores and it is further proposed to authorise the Borrowing & Investment Committee to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc., subject to the approval of the Members of the Company.

In terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a Company shall not make an offer or invitation to subscribe to securities (including NCDs) under private placement unless the proposal has been previously approved by the members of the company, by way of special resolution.

Further, in case of offer or invitation to subscribe to NCDs, where the amount proposed to be raised through such offer or invitation exceeds the limits specified in Section 180(1)(c) of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations to subscribe NCDs, during the year.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, to create / invite / offer / issue / allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at Serial No. 7 of the AGM Notice, does not exceed Rs. 3,000 Crores.

As required under Rule 14(1) of the Companies (Prospects and Allotment of Securities) Rules, 2014, as amended, the material facts in connection with the aforesaid issue of NCDs are as follows:

1	<b>Particulars of the offer including date of passing of Board resolution</b>	Secured or Unsecured Listed Redeemable NCDs whether cumulative and/ or non-cumulative for an amount not exceeding in aggregate Rs. 3,000 Crores (Rupees Three Thousand Crores only) in one or more tranches on private placement basis at such interest rates and on such terms and conditions as may be determined by the Board / Borrowing and Investment Committee / person / Committee(s), duly authorised by the Board.  Date of passing Board Resolution: April 30, 2024.
2	<b>Kinds of securities</b>	Secured or Unsecured Listed Redeemable NCDs

	offered and the price at which security is being offered	whether cumulative and / or non-cumulative at premium, discount or at par, as may be determined by the Board / Borrowing and Investment Committee/ person / Committee(s) duly authorised by the Board.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As the issuance would be in one or more tranches, price will be determined by the Board/ Borrowing and Investment Committee / person / Committee(s) duly authorised by the Board in accordance with the prevailing market conditions at the time of issue.
4	Name and address of valuer who performed valuation	Not applicable
5	Amount which the company intends to raise by way of such securities	Rs. 3,000 Crores (Rupees Three Thousand Crores only).
6	Material terms of raising such securities	As the issuance would be in one or more tranches, material terms will be determined by the Board/ Borrowing and Investment Committee/ person duly authorised by the Board, in accordance with the applicable provisions of the Act and the Rules framed thereunder and other applicable law for the time being in force.
7	Proposed time schedule	One year from the date of passing of special resolution by the Members.
8	Purposes or objects of offer	The funds raised through this issue will be utilized for various financing activities, onward lending, repayment of existing indebtedness, working capital and general corporate purposes (such as investments for liquidity and statutory requirements, capital expenditure, revenue expenditure etc.) of the Company.
9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
10	Principle terms of assets charged as securities	Secured by way of pari-passu charge or exclusive in favour of debenture trustee on the Standard Assets/ receivables, and cash & cash equivalents to the extent required to maintain Asset Cover upto 125% of debenture outstanding except those receivables exclusively charged against which refinance is availed or will be availed from government bodies. However, the Company shall, from time to time, be entitled to create any charge, mortgage, pledge, security interest, encumber or create lien on its Assets, subject to maintenance of Asset Cover upto 125%, except to the extent of charge created in favor of government bodies

	or as may be required under any law, regulation, guidelines or rules.
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None of the Directors or Key Managerial Personnel or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 7 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

Place: Mumbai  
Date: April 30, 2024

**By Order of the Board of Directors  
For Godrej Housing Finance Limited**

**Kunal Karnani  
Chief Financial Officer**



**Additional information of a director seeking appointment/re-appointment at this AGM in pursuance of SS-2:**

<b>Name of Director</b>	<b>Mr. Pirojsha Godrej</b>	<b>Mr. Hemant Adarkar</b>
<b>Director Identification Number (DIN)</b>	00432983	03127893
<b>Nationality</b>	Indian	Indian
<b>Date of Birth / (Age)</b>	27-10-1980 (43 years)	05-01-1962 (62 years)
<b>Date of first appointment on the Board</b>	October 5, 2018	January 10, 2024
<b>Qualification</b>	<ul style="list-style-type: none"> <li>➤ Graduate from Wharton School of Business,</li> <li>➤ Master's in International Affairs from Columbia University,</li> <li>➤ MBA from Columbia Business School.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Masters in Electronics from the University of Mumbai,</li> <li>➤ Doctorate in Experimental Physics from the Tata Institute of Fundamental Research, Mumbai.</li> <li>➤ TOGAF certified enterprise architect.</li> </ul>
<b>Experience / Brief Profile / nature of expertise in specific functional areas</b>	<p>Mr. Pirojsha Godrej is the Chairperson of Godrej Properties, Godrej Capital, Godrej Housing Finance, Godrej Finance and Godrej Fund Management. He joined Godrej Properties Limited (GPL) in 2004, became an Executive Director in 2008, and was appointed CEO of GPL in 2012. He has led the company through a phase of rapid growth. In Financial Year 2016, GPL for the first time became India's #1 publicly listed real estate developer by residential sales, a position it has retained for the past 5 years. Under his leadership, GPL has been at the forefront of the sustainable development movement; in 2013, GPL received an award from former President of India, APJ Abdul Kalam for being one of the companies in India from across sectors to have driven the green building movement. GPL in 2016 was ranked #2 in Asia and #5 in the World in terms of its sustainability performance in the Global Real Estate Sustainability Benchmark</p>	<p>Mr. Hemant Adarkar has over 30 years of experience in system development, architecture, technology consulting, product development, outsourcing and offshoring primarily in banking and financial services. He thrives on being a catalyst between the business and technology teams.</p> <p>He has been previously associated with various renowned organizations such as Infosys Limited, JP Morgan, Datamatics Limited, Artha India Advisors and Bank of Baroda.</p> <p>He is currently on the board of Godrej Finance Limited, National Commodity and Derivatives Exchange Limited, Dvara Kshetriya Gramin Financial Services Private Limited and Zensung Software Private Limited.</p>

	<p>Report. The Indian Green Building Council (IGBC) has awarded Pirojsha with the IGBC Green Champion Award 2016 for his contribution to the sustainability of India's built environment. In 2017, Pirojsha was appointed the Chairperson of Godrej Properties. He also assumed the role of Chairperson of Godrej Fund Management. In 2019, Pirojsha founded and became the Chairperson of Godrej Housing Finance.</p>	
<p><b>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</b></p>	<ul style="list-style-type: none"> <li>➤ Godrej Consumer Products Limited</li> <li>➤ Godrej Properties Limited</li> <li>➤ Godrej Fund Management and Investment Advisers Private Limited</li> <li>➤ Praviz Developers Private Limited</li> <li>➤ Karukachal Developers Private Limited</li> <li>➤ Eranthus Developers Private Limited</li> <li>➤ Swaddle Projects Private Limited</li> <li>➤ Godrej Agrovet Limited</li> <li>➤ Godrej Industries Limited</li> <li>➤ Godrej Capital Limited</li> <li>➤ Godrej Finance Limited</li> <li>➤ Ceres Developers Private Limited</li> <li>➤ Swaddle Studios Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Godrej Finance Limited</li> <li>➤ Dvara Kshetriya Gramin Financial Services Private Limited</li> <li>➤ National Commodity and Derivatives Exchange Limited</li> <li>➤ Zensung Software Private Limited</li> </ul>
<p><b>Chairmanships/ Memberships of Committees in other companies*</b></p>	<p><b>Godrej Properties Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee – Chairperson</li> <li>2. Stakeholder’s Relationship Committee - Member</li> </ol>	<p><b>National Commodity and Derivatives Exchange Limited:</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee - Member</li> <li>2. Stakeholder’s Relationship Committee – Member</li> </ol> <p><b>Godrej Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration</li> </ol>

	<b>Godrej Consumer Products Limited</b> 1. Stakeholder's Relationship Committee - Chairperson <b>Godrej Fund Management and Investment Advisors Private Limited</b> 1. Corporate Social Responsibility Committee – Member	Committee – Chairperson 2. Audit Committee – Member <b>Dvara Kshetriya Gramin Financial Services Private Limited</b> 1. Nomination & Remuneration Committee – Member 2. Audit Committee – Member
<b>Shareholding in the Company</b>	1 (One) as nominee of Godrej Capital Limited.	Nil
<b>Number of Board Meetings attended during the year</b>	4 (Four)	1 (One). He has been appointed w.e.f. January 10, 2024
<b>Relationship with other Directors / Manager / Key Managerial Personnel</b>	None	None
<b>Details of remuneration sought to be paid and the remuneration last drawn</b>	Nil	Nil. Only sitting fees as approved by the Board for attending the Board and Committee Meetings.  Sitting fees paid during FY 2023-24: Rs. 4 Lakhs.
<b>Terms and conditions of appointment/re-appointment</b>	Non-Executive Chairperson liable to retire by rotation.	Appointed as an Independent Director for a period of 5 years w.e.f. January 10, 2024 to January 9, 2029 and not liable to retire by rotation.

<b>Name of Director</b>	<b>Mr. Manish Shah</b>
<b>Director Identification Number (DIN)</b>	06422627
<b>Nationality</b>	Indian
<b>Date of Birth / (Age)</b>	26-06-1974 (50 years)
<b>Date of first appointment on the Board</b>	September 4, 2019
<b>Qualification</b>	MBA in Finance, Marketing & General Management from IIM Ahmedabad
<b>Experience / Brief Profile / nature of expertise in specific functional areas</b>	Mr. Manish Shah is also the Managing Director and Chief Executive Officer of Godrej Capital Limited, holding Company and Non – Executive Director of Godrej Finance Limited, subsidiary of Holding Company. He has spent over 22 years in financial services in diverse businesses such as

	secured and unsecured lending, credit cards, wealth management and life insurance with Citibank, AEGON and Bank of Baroda in India and in the US. He has held leadership roles in organizations ranging from MNCs, Public Sector enterprises. These stints involved setting up large distribution networks across the country, strategic business development, institutional fund-raising and building analytics & risk management frameworks, often from the ground up.
<b>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</b>	<ul style="list-style-type: none"> <li>➤ Godrej Capital Limited,</li> <li>➤ Godrej Finance Limited,</li> <li>➤ Ruchita Rambles Services Private Limited</li> </ul>
<b>Chairmanships/ Memberships of Committees in other companies*</b>	<p><b>Godrej Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination &amp; Remuneration Committee - Member</li> </ol> <p><b>Godrej Capital Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee – Chairperson</li> </ol>
<b>Shareholding in the Company</b>	-
<b>Number of Board Meetings attended during the year</b>	4 (Four)
<b>Relationship with other Directors / Manager / Key Managerial Personnel</b>	None
<b>Details of remuneration sought to be paid and the remuneration last drawn</b>	As provided under Explanatory Statement for Item No. 4
<b>Terms and conditions of appointment/re-appointment</b>	Mr. Manish Shah is reappointed as Managing Director and Chief Executive Officer for a period of 3 years with effect from September 4, 2022 and is liable to retire by rotation.

*\*Only statutory committees required to be constituted under the Companies Act, 2013 have been considered.*

Place: Mumbai  
Date: April 30, 2024

**By Order of the Board of Directors  
For Godrej Housing Finance Limited**

**Kunal Karnani  
Chief Financial Officer**



**Form no. MGT-11**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

**CIN:** U65100MH2018PLC315359

**Name of the Company:** Godrej Housing Finance Limited

**Registered Office:** Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East)  
Mumbai – 400 079

Name of the member (s):	
Address:	
E-mail ID:	
DP ID:	
Client ID/Folio No.:	

I/we, being the member (s) holding \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6<sup>th</sup> (Sixth) Annual General Meeting of the members of Godrej Housing Finance Limited to be held on Tuesday, May 21, 2024, at 11:00 a.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

<b>Resolution No</b>	<b>Resolution</b>	<b>Type of resolution (Ordinary / Special)</b>
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Report(s) of the Board of Directors and the Auditors thereon.	<b>Ordinary</b>
2.	To appoint a director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.	<b>Ordinary</b>
3.	Appointment of Mr. Hemant Adarkar (DIN: 03127893) as an Independent Director of the Company.	<b>Ordinary</b>
4.	Remuneration payable to Mr. Manish Shah (DIN: 06422627) as the Managing Director & Chief Executive Officer of the Company.	<b>Special</b>
5.	Increase in the Borrowing limits of the Company.	<b>Special</b>
6.	Authorizing the Board to mortgage/create charge on the assets.	<b>Special</b>
7.	Issuance of Non-Convertible Debentures under Private Placement Basis.	<b>Special</b>

Affix Re.  
1/- revenue  
stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature of member(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

### ATTENDANCE SLIP

Name of the member( s):	
Name of the Proxy:	
Folio No./ *DP ID and Client ID:	
No. of Equity shares	

*\*Applicable for investors holding shares in electronic form*

I/We hereby record my/our presence at the 6<sup>th</sup> (Sixth) ANNUAL GENERAL MEETING of the Members of Godrej Housing Finance Limited on Tuesday, May 21, 2024, at 11:00 a.m. at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

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Member's / Proxy's Signature  
(To be signed at the time of handing over this slip)

- Notes.** 1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.  
2. Joint shareholders may obtain an additional attendance slip at the venue of the meeting.

# ROUTE MAP FOR AGM VENUE

