



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 2nd (Second) Annual General Meeting of the Members of Godrej Housing Finance Limited, will be held on through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Thursday, October 08, 2020, at 3.30 p.m., to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 comprising the Statement of Profit & Loss, Cash Flow Statement, the Balance Sheet along with the Report of Auditor and the Board of Directors thereon.
2. **Retire by Rotation:**
 - a. To appoint a Director in place of Mr. Karan Singh Bolaria (DIN: 06618461), who retires by rotation and being eligible, offers himself for re-appointment;
 - b. To appoint a Director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation and being eligible, offers himself for re-appointment;

Special Business:

3. To approve variation in terms of 0.01% Compulsorily Convertible Preference Shares ('0.01% CCPS') of RS. 10/- each issued by 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 Sections 48, 55 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to consent / permission from Preference shareholders of the Company, consent of the members of the Company be and is hereby accorded for amendment of the term vide clause "e" related to conversion of 0.01% Compulsorily Convertible Preference Shares ('0.01% CCPS') of Rs. 10/- each by substitution thereof with the following new clause. "e":

1. Subject to applicable laws, each 0.01% CCPS shall be converted into equity share having face value of Rs. 10/- (Rupees Ten only) in the ratio of 1:1. Such conversion shall be at the option of the holder of the 0.01% CCPS at any time, but not later than twenty years from the date of allotment of the 0.01% CCPS.

RESOLVED FURTHER THAT apart from the abovementioned term, the other terms of issue shall remain the same as approved by the members of the Company in the Extraordinary General Meeting held on Thursday, June 6, 2019.

RESOLVED FURTHER THAT the revised terms of issue shall be applicable to the existing 7,40,00,000 0.01% CCPS of Rs. 10/- (Rupees Ten only) each issued and allotted to Anamudi Real Estates LLP, existing holder of the said shares with respect to amendment of clause "e" of the terms of issue of 0.01% CCPS and balance unissued 2,60,00,000, 0.01% CCPS



RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the CCPS), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required in connection with the allotment of equity shares on conversion.

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Directors of the Company or the Chief Financial Officer be furnished to the concerned authority(ies)/ person(s) and they be requested to act accordingly."

4. To approve further issue of 0.01% Compulsorily Convertible Preference Shares of the Company on Rights Basis

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 55, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014 (including any amendment(s) / modification(s) / re-enactment(s) thereof), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot upto 5,00,00,000 (Five Crores) 0.01% Compulsorily Convertible Preference Shares ('0.01% CCPS') of Rs.10/- (Rupees Ten Only) each for cash at par aggregating upto Rs. 50,00,00,000/- (Rupees Fifty Crores Only), on a Rights basis, in one or more tranche(s), to the holders of the equity shares of the Company and whose names shall appear on the Register of the Members on the Record Date to be decided by the Board on the terms and conditions given below:

- a) Nature of Security: Compulsorily Convertible Preference Shares (CCPS)
- b) Issue price: The 0.01% CCPS of face value of Rs. 10 each will be issued at par
- c) Rate of Dividend: Dividend rate shall be 0.01% on the face value of the 0.01% CCPS which will remain fixed over the tenure of the 0.01% CCPS
- d) Non-cumulative: The 0.01% CCPS will carry non-cumulative dividend rights
- e) Tenure & Terms of Conversion: Subject to applicable laws, each 0.01% CCPS shall be converted into equity share having face value of Rs. 10/- (Rupees Ten only) in the ratio of 1:1. Such conversion shall be at the option of the holder of the 0.01% CCPS at any time, but not later than twenty years from the date of allotment of the 0.01% CCPS.
- f) Priority with respect to payment of dividend or repayment of capital: Till the time of conversion, the 0.01% CCPS will carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of winding up or repayment of capital. The Equity Shares issued upon conversion of the 0.01% CCPS shall rank *pari-passu* inter-se, i.e. without any preference or priority of one over the other or any of them and will rank *pari-passu* with the existing Equity Shares of the Company in all respects and that

the Equity Shares so issued upon conversion shall *pari-passu* qualify for dividend, if any, to be declared by the Company for the year of conversion.

- g) Participation in surplus funds: Till the time of conversion, the 0.01% CCPS shall be non-participating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid. The Equity Shares issued upon conversion of the 0.01% CCPS shall rank *pari-passu* inter-se, i.e. without any preference or priority of one over the other or any of them and will rank *pari-passu* with the existing Equity Shares of the Company in all respects.
- h) Voting Rights: The 0.01% CCPS shall carry voting rights as prescribed under the provisions of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to determine size of each tranche(s), rights entitlement ratio, timing of the offer and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give to this Resolution

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Directors of the Company or the Chief Financial Officer be furnished to the concerned authority(ies)/ person(s) and they be requested to act accordingly.”

5. To consider and approve the Borrowing limits of the Company under Section 180 (1) (c) of Companies Act, 2013 and powers

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

“**RESOLVED THAT** pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and relevant Rules framed thereunder and such other laws, regulations as applicable and relevant rules framed thereunder, consent of the members of the Company be and is hereby accorded to the Board or Committee of Directors (as may be authorised by the Board of Directors) to borrow such sums of money (including by way of debt issuance of Tier II capital, perpetual bond, commercial paper in the form of usance promissory note, debentures, secured or unsecured, Bank Lines or otherwise from time to time as may be required for the purpose of business of the Company), in excess of the aggregate of Paid up Capital of the Company, Free Reserves, that is to say, reserves not set apart for any specific purpose, and Securities Premium subject to the condition that the total amount of such borrowing 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. 18,50,00,00,000 (Rupees One Thousand Eight Hundred and Fifty Crores only).”

“**FURTHER RESOLVED THAT** Mr. Manish Shah (DIN: 06422627), Managing Director & CEO and/or Mr. Kunal Karnani, Chief Financial Officer, Mr. Yogesh Jain, Compliance Head and/or Mr. Mayank Goel (Treasury) be and are hereby jointly and/or severally authorized, as the case may be, to take such steps and actions as may be required, including filing of necessary form with the Registrar of Companies, Maharashtra, Mumbai, for giving effect to this Resolution.”

“FURTHER RESOLVED THAT the certified true copy of the above resolution be forwarded to the concerned bank(s)/financial institution(s)/trustee(s) etc under the signature of the Chief Financial Officer or any of the Director(s) of the Company.”

6. **To consider & approve authorising the Board to sell, lease, create charge etc over the assets of the Company to secure the credit facilities to be availed by the Company, under Section 180 (1) (a) of Companies Act, 2013;**

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

“RESOLVED THAT consent of shareholders of the Company be and is hereby accorded, pursuant to provisions of Section 180 (1)(a) and other applicable provisions, if any, to the Board of Directors of the Company or Committee of the Board to provide / furnish such security to bank(s) / lender(s) / financial institution(s) / debenture / security trustee(s) for availing various credit / loan facility (ies) as may be required, from time to time, on both the movable and immovable property(ies) of the Company for an aggregate amount not exceeding a sum of Rs. 18,50,00,00,000 (Rupees One Thousand Eight Hundred and Fifty Crores only)

FURTHER RESOLVED THAT Mr. Manish Shah (DIN: 06422627), Managing Director & CEO and / or Mr. Kunal Karnani, Chief Financial Officer and / or Mr. Mayank Goel (treasury) be and are hereby jointly and severally authorised to sign, execute and deliver all the documents as may be necessary for the proper availing of the said facility and as may be required by the banks/lender and further to furnish, sign, execute and deliver such indemnities and/or declarations and/or affidavits on behalf of the Company in favour of the Bank/lenders as may be required by the Bank/lenders in any matter related hereto and generally to do all such acts and deeds as may be necessary for the availing the said financial facility and for all matters connected therewith and/or incidental thereto.

FURTHER RESOLVED THAT Mr. Manish Shah (DIN: 06422627), Managing Director & CEO and / or Mr. Kunal Karnani, Chief Financial Officer Mr. Yogesh Jain, Compliance Head and/or Mr. Mayank Goel (Treasury) be and are hereby severally authorised to act as the Constituted Attorney of the Company to execute the deed or other instruments as may be required.

FURTHER RESOLVED THAT the certified true copy of the above resolution be forwarded to the concerned bank(s)/financial institution(s)/trustee(s) etc under the signature of the Chief Financial Officer or any of the Director(s) of the Company.”

7. **To approve Alteration of Articles of Association 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 14 and other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s), enactment(s) or reenactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to alter the Articles of Association by inserting the new Article no. 41 after Article no 40, as under:

Article 41: **DEBENTURES:** The Company shall have power to issue debentures whether compulsorily convertible, optionally convertible, partially convertible or non-convertible, and whether linked to issue of equity share or not, among members by exercising its power, as per applicable provisions of the Act. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution

and consequently the Article no. 41 to Article no. 88 are hereby re-numbered as Article no. 42 to Article no. 89

RESOLVED FURTHER THAT the Directors and/or Chief Financial Officer (CFO) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

8. To consider & approve raising of funds through issue of Debentures on 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 pursuant to Sections 42, 71, 180(1)(c) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications, amendments thereto, the regulations, rules, guidelines, if any, issued by the Ministry of Corporate Affairs) (collectively, the "Companies Act") and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Debt Regulation), as amended from time to time and such other laws, acts and regulations as applicable, and subject to limit approved by shareholders under Section 180(1)(c) of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to raise funds for the purpose of business of the Company from time to time by way of making offer or invitation for subscription of listed / unlisted, secured / unsecured Non-Convertible, Redeemable Debentures herein after to be referred as ('Debentures') up to Rs. 10,00,00,00,000 (Rupees One Thousand Crores only) of the face value as may be permissible under the act, laws, regulations and circulars as applicable on private placement basis in one or more series/ tranches to such investors who is eligible to subscribe the Debentures as prescribed under the Act or other applicable laws, rules and regulations on such other terms and conditions as may be decided by the Board from time to time and that the said Debentures may or may not be listed on the Stock exchanges."

"FURTHER RESOLVED THAT Mr. Manish Shah (DIN: 06422627), Managing Director & CEO and / or Mr. Kunal Karnani, Chief Financial Officer and/or Mr. Mayank Goel (Treasury) jointly referred to as (the "Authorised Officers") be and are hereby authorized, by any two jointly, to approve and finalize, sign, execute and deliver documents and to do all acts in relation to issue of debentures including but not limited to following:

- (i) approve of and to decide on the terms and conditions applicable to the Debentures, and to vary any of the above-specified terms;
- (ii) finalize the appointment of merchant banker(s) to function as Lead Manager(s), Registrars, Debenture Trustees, Bankers to the Debentures issue and such other intermediaries as may be required to be appointed and terms and conditions of their appointment, succession and their agents;
- (iii) determine the date of opening and closing of the Debenture issue and the period for which the aforesaid issue will remain open;
- (iv) finalise the date of allotment and the allotment of the Debentures to the Subscribers;
- (v) execute, file and deliver all necessary documents, instruments including private placement offering circulars/memorandum and to do all act necessary in relation to issuance of Debenture issue;
- (vi) comply with the regulations, act, directives issued by regulatory authorities in connection with proposed Debenture issue including but not limited to National Housing Bank, Reserve Bank of India, Ministry of Corporate Affairs, etc.;
- (vii) negotiate, execute, file, amend, supplement, issue and deliver all documents, instruments, papers, applications, notices in relation to the issue of Debentures.

FURTHER RESOLVED THAT the Company do create such security, including security over its investments, cash flows, fixed deposits and other moveable properties in favour of the Debenture Trustee by way of execution of the debenture trust deed, deed of hypothecation or such other documents, deeds, indentures or undertakings, as may be required in this regard and Mr. Manish Shah (DIN: 06422627), Managing Director & CEO of the Company be and is hereby authorized to severally negotiate, finalise, approve and accept all terms and sign all such documents, deeds, undertakings, indentures, etc.”

“FURTHER RESOLVED THAT necessary applications be made to the National Stock Exchange Limited and/or BSE Limited or any other Stock Exchange(s), if required, for listing of the Debentures.”

“FURTHER RESOLVED THAT the Chief Financial Officer or the Directors be and are hereby authorized severally to digitally sign and file necessary e-forms on the portal of the website of the Ministry of Corporate Affairs and to do all such acts, deeds and things which are necessary to give effect to this Resolution.”

“FURTHER RESOLVED THAT the certified true copy of this Resolution be forwarded to the concerned bank(s)/financial institution(s)/ stock exchange(s)/ trustee(s)/any other authority(ies) etc under the signature of the Chief Financial Officer or any of the Director(s) of the Company.”



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



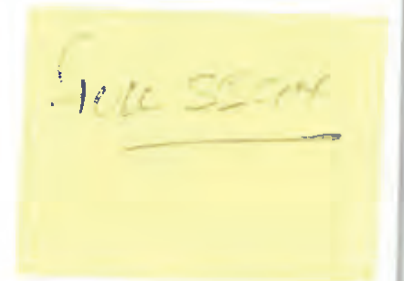
Manish Shah
Managing Director & CEO
DIN: 06422627



Place: Mumbai
Date: September 24, 2020

Registered Office:
Godrej One, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079.
CIN: U65100MH2018PLC315359

Tel No.: +91 22 25195200



Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the meeting is being held through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Facility for joining AGM shall be made available from 3.15 pm [15 minutes prior to AGM] and shall remain open upto 3.45 pm [15 minutes after commencement]. The Members can join the AGM in the VC mode by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Body Corporate, a member of the Company, entitled to appoint their authorised representatives to attend the AGM through VC. Accordingly, corporate members are requested to e-mail a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting to cs@ext.godrejhf.com from their e-mail ID registered with the Company.
6. Queries proposed to be raised at the Annual General Meeting may be sent to the Company on cs@ext.godrejhf.com. This will enable the management to compile the relevant information to reply the same in the meeting.
7. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be made available to the members from whom request is received on cs@ext.godrejhf.com through their e-mail address registered with the Company.
8. In the event if a Poll for any specific agenda item(s) of the Notice is demanded, members are requested to communicate their vote to cs@ext.godrejhf.com from their e-mail ID registered with the Company.
9. Since the numbers of Members in the Company is less than 50, in case any poll is required during the meeting, it would be done through show of hands.
10. The Explanatory Statement, as required under Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC through Microsoft Teams connect. The link for VC will be shared by the company via email.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. A member may also approach to a helpline number 9811977699 or mail address cs@ext.godrejhf.com for any assistance with using the technology before or during the meeting.



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

Item No. 3

The members may note that vide approval granted at the Extraordinary General Meeting of the Company held on June 6, 2019, the Company has approved issue, offer and allotment of 10,00,00,000 (Ten crore) 0.01% Compulsorily Convertible Preference Shares ('0.01% CCPS') of Rs. 10/- each for cash at par aggregating upto Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only), on a Rights basis, in one or more tranche(s), to the holders of the equity shares of the Company.

The Board in its meeting held on June 7, 2019 and November 21, 2019, March 17, 2020, June 22, 2020 and August 24, 2020 respectively, the Company had issued 7,40,00,000 (Seven Crore Forty lakh) 0.01% Compulsorily Convertible Preference Shares of Rs. 10/- each (herein after referred to as '0.01% CCPS') in five tranches of 3,00,00,000, 2,90,00,000, 50,00,000, 60,00,000 and 40,00,000 CCPS respectively.

The Company is now proposing to make an amendment in the term of issue vide clause "e – Tenure & Terms of Conversion of the 0.01% CCPS" with specifying the conversion ratio. The revised clause "e" of terms of issue of 0.01% CCPS is as under

1. Subject to applicable laws, each 0.01% CCPS shall be converted into equity share having face value of Rs. 10/- (Rupees Ten only) in the ratio of 1:1. Such conversion shall be at the option of the holder of the 0.01% CCPS at any time, but not later than twenty years from the date of allotment of the 0.01% CCPS.

The revised term for conversion shall be applicable to all present and future CCPS issued, offered allotted/to be issued, offered allotted by the Company.

Pursuant to Section 55 read with Section 48 of the Companies Act, 2013, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

Necessary communication has been made to preference shareholder of the Company to obtain consent approving variation of terms of issue. A copy of the said consent will be made available to the members at the time of Annual General Meeting.

This matter is now proposed to the shareholders for approval. The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in item no. 3 of the Notice above.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise except as shareholders in general, in the proposed resolution.



Item No. 4

The Company at the meeting of the Board of Directors held on June 4, 2019, approved issue and offer of upto 10,00,00,000 (Ten Crores) 0.01% Compulsorily Convertible Preference Shares of Face Value of Rs. 10/- (Rupees Ten Only) each at par (herein after referred to as '0.01% CCPS'), on rights basis, in one or more tranche(s) which was subsequently approved by the Shareholders in their meeting held on June 6, 2019.

Currently, the Company has issued 7,40,00,000 (Seven Crores Forty Lakhs shares) 0.01% Compulsorily Convertible Preference Shares of Face Value of Rs. 10/- (Rupees Ten Only) through five tranches.

Accordingly, the Board of Directors at its meeting held on Thursday September, 24, 2020, considered and approved the further issue of upto 5,00,00,000 (Five Crores) 0.01% Compulsorily Convertible Preference Shares ('0.01% CCPS') of Face Value of Rs.10/- (Rupees Ten Only) each for cash at par aggregating upto Rs. 50,00,00,000/- (Rupees Fifty Crores Only), in one or more tranche(s) on a Rights Basis to the Equity Shareholders of the Company to utilize the money for the business of the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, inter alia, requires a Company to obtain the approval of the members, by way of a Special Resolution for issuance of Preference Shares.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), 0.01% CCPS on Rights Basis.

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CCPS, are as under:

(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	5,00,00,000 (Five Crores) 0.01% Compulsorily Convertible Preference Shares ('0.01% CCPS') of Face Value of Rs.10/- (Rupees Ten Only) each for cash at par aggregating upto Rs. 50,00,00,000/- (Rupees Fifty Crores Only), at par, in one or more tranche(s).
(b)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Non- cumulative, Non-participating and Compulsorily Convertible Preference Shares.
(c)	the objectives of the issue	The objectives of the issue are to meet the various items of expenditure and other general corporate purposes, including but not limited to: (i) Obtaining requisite statutory approvals; (ii) Operating and marketing expenses; (iii) Employee costs; (iv) Capital expenditure; (v) Loan disbursements; etc.
(d)	the manner of issue of shares	Offer on Rights Basis
(e)	the price at which such shares are proposed to be issued	The 0.01% CCPS of face value of Rs. 10 each will be issued at par
(f)	the basis on which the price has been arrived at	Not applicable as shares are being issued on a rights basis

(g)	the terms of issue, including terms and rate of dividend on each share, etc.	Dividend rate will be 0.01% p.a. (on the face value) which will remain fixed over the tenure of the 0.01% CCPS.										
(h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The 0.01% CCPS are not redeemable as they are compulsorily convertible into equity shares. Subject to applicable laws, each 0.01% CCPS shall be converted into equity share having face value of Rs. 10/- (Rupees Ten only) in the ratio of 1:1. Such conversion shall be at the option of the holder of the 0.01% CCPS at any time, but not later than twenty years from the date of allotment of the 0.01% CCPS.										
(i)	the manner and modes of redemption	Not Applicable as the 0.01% CCPS are compulsorily convertible into equity shares.										
(j)	the current shareholding pattern of the company	<table border="1"> <thead> <tr> <th colspan="2">Equity Shareholding Pattern of the Company</th> </tr> <tr> <th>Name of Shareholder</th> <th>% to Equity Capital</th> </tr> </thead> <tbody> <tr> <td>Anamudi Real Estates LLP</td> <td>100%</td> </tr> <tr> <td>Nominees of Anamudi Real Estates LLP</td> <td>0.00%</td> </tr> <tr> <td>Total</td> <td>100%</td> </tr> </tbody> </table>	Equity Shareholding Pattern of the Company		Name of Shareholder	% to Equity Capital	Anamudi Real Estates LLP	100%	Nominees of Anamudi Real Estates LLP	0.00%	Total	100%
Equity Shareholding Pattern of the Company												
Name of Shareholder	% to Equity Capital											
Anamudi Real Estates LLP	100%											
Nominees of Anamudi Real Estates LLP	0.00%											
Total	100%											
(k)	The expected dilution in equity share capital upon conversion of preference shares	Nil, since the CCPS are issued on a Rights Basis to the existing Equity Shareholders										

The issue of CCPS is in accordance with the provisions of the Articles of Association of the Company.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise except as shareholders in general, in the proposed resolution.

Item No. 5

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, require to borrow money (including by way of debt issuance of Tier II capital, perpetual bond, commercial paper in the form of usance promissory note, debentures secured or unsecured, Bank Lines, or otherwise from time to time as may be required for the purpose of business of the Company) which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors are authorised to borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder upto the limit of Rs. 18,50,00,00,000 (Rupees One Thousand Eight Hundred and Fifty Crores only).



The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

Item No. 6

The members be informed that Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Hence, in order to facilitate securing the borrowing to be made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company to secure the said credit facilities to be availed by the Company and the said power falls within the purview of the approval of shareholders, it is proposed to seek approval of members for creation of charge on the assets of the Company upto the limit of Rs. 18,50,00,00,000 (Rupees One Thousand Eight Hundred and Fifty Crores only)

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the proposed Resolution.

Item No. 7

The members of the Company be informed that it is proposed to raise the funds for the business of the Company by issue of Debentures. Since the Articles of the Association of the Company does not provide for the said issue, the Articles of Association of the Company needs to be amended to enable the Company to issue Non-Convertible debenture and Debentures which would be convertible into or exchanged with equity shares at a later date.

Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a special resolution is required for alteration in the Articles of Association of the Company.

A copy of the proposed altered Articles of Association of the Company will be made available to the members from whom request is received through registered e-mail address of the Company.

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

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.



Item No. 8

In order to give the Company flexibility to manage its borrowing program and for the purpose of the business of the Company, the Company proposes to pass a suitable enabling Resolution to raise funds for the Company by issue of secured / unsecured, Non-Convertible, Redeemable Debentures herein after to be referred as ('Debentures') on a private placement basis at interest rate that will be determined by the prevailing market conditions at the time of the borrowing.

Debentures issued on private placement basis are cost effective source of borrowings and the Company too would like to keep this option from the finance cost perspective. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules made there under, to enable the Company to offer or invite subscriptions for Debentures, whether secured or unsecured, on a private placement basis, in one or more tranches, an amount not exceeding Rs. 10,00,00,00,000 (Rupees One Thousand Crores only) during the period of one year from the date of passing of the Resolution at Item No. 8 within the overall borrowing limits of the Company, as approved by the Members from time to time with the authority to the Board of Directors to determine the terms and conditions, including the issue price of the Debentures

The pricing of the Debentures will depend primarily upon the then prevailing market conditions and the regulatory scenario.

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), offering or making an invitation to subscribe or issuing Debentures on a private placement basis, would require prior approval of its Members by way of a Special Resolution.

The Directors therefore recommend the Resolution at Item No. 8 of the accompanying Notice, for the approval of the Members of the Company to issue Debentures on private placement basis pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 8

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

Manish Shah
Managing Director & CEO
DIN: 06422627



Place: Mumbai

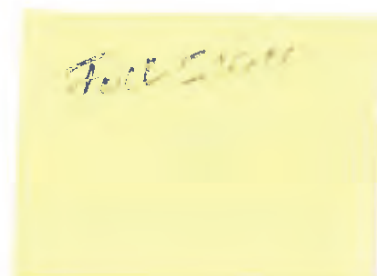
Date: September 24, 2020

Registered Office:

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

CIN: U65100MH2018PLC315359

Tel No.: +91 22 25195200



Brief Resume of Directors seeking appointment / re-appointment at this Annual General Meeting in pursuance of Secretarial Standards issued by The Institute of Company Secretaries of India as on March 31, 2020

Name of Director	Mr. Pirojsha Godrej	Mr. Karan Singh Bolaria
Director Identification Number (DIN)	00432983	06618461
Nationality	Indian	Indian
Age (in years)	39	43
Date of appointment	October 5, 2018	October 5, 2018
Qualification	<ul style="list-style-type: none"> • Bachelor's degree in Economics from the Wharton Business School at the University of Pennsylvania; and • Master's degree in International Affairs from the School of International and Public Affairs (SIPA) at Columbia University; • MBA from Columbia Business School 	<ul style="list-style-type: none"> • MBA in Finance and Entrepreneurship from the University of Florida. • MSc. from Columbia University in the City of New York, USA
Expertise in specific functional area	Management	Management
Directorships held in other companies (excluding Foreign Companies and Section 8 companies)	<ul style="list-style-type: none"> • Godrej Properties Limited • Godrej Consumer Products Limited • Godrej Agrovet Limited • Swaddle Projects Private Limited • Godrej One Premises Management Private Limited • Godrej Investment Advisers Private Limited • Eranthus Developers Private Limited • Praviz Developers Private Limited • Karukachal Developers Private Limited • Pyxis Developers Private Limited • Ceres Developers Private Limited 	<ul style="list-style-type: none"> • Godrej Green Homes Limited; • Godrej Redevelopers (Mumbai) Private Limited; • Godrej Hillside Properties Private Limited; • Godrej Home Constructions Private Limited; • Godrej Greenview Housing Private Limited; • Godrej Investment Advisers Private Limited; • Wonder Projects Development Private Limited; • Godrej Real View Developers Private Limited; • Pearlite Real Properties Private Limited; • Eranthus Developers Private Limited; • Praviz Developers Private Limited; • Karukachal Developers Private Limited • Munjal Hospitality Private Limited

		<ul style="list-style-type: none"> • Vivrut Developers Private Limited • Yuja Developers Private Limited • Madhuvan Enterprises Private Limited
\Chairmanships/ Memberships of Committees in other companies	<u>Godrej Properties Limited</u> Chairman of Corporate Social Responsibility Committee and Allotment Committee Member of Management Committee, Stakeholder's Relationship Committee, Risk Management Committee <u>Godrej Agrovet Limited</u> Member of Managing Committee	<u>Godrej Redevelopers (Mumbai) Private Limited</u> Member of Corporate Social Responsibility Committee
No. of Shares held: a) Own b) For other persons on a beneficial basis	NIL	NIL
Number of Board Meetings attended during the year	Board Meetings held during the year: 11 Board Meetings attended: 9	Board Meetings held during the year: 11 Board Meetings attended: 7
Relationship with other Directors	None	None
Details of remuneration sought to be paid and the remuneration last drawn	N.A	N.A
Variation of the terms of remuneration	N.A	N.A
Terms and conditions of appointment or re- appointment	Retire by rotation	Retire by rotation

N.A= Not applicable



KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GODREJ HOUSING FINANCE LIMITED Report on Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Godrej Housing Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its loss, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, namely Board's Report including annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



LLP IN : AAH - 3437

REGISTERED OFFICE : ESPLANADE HOUSE, 29, HAZARIMAL SOMANI MARG, FORT, MUMBAI 400 001

TEL : (91) (22) 6158 6200, 6158 7200 FAX : (91) (22) 6158 6275

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report



to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of the users of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure A", a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Non compliances of Companies Act, 2013, which the Company is in the process of streamlining:
 - a) *The Company has not appointed a minimum of two Independent Directors on the Board of the Company pursuant to Section 149 of the Companies Act, 2013, read with the relevant rules thereunder.*
 - b) *The Company has not constituted an Audit Committee and a Nomination and Remuneration Committee pursuant to Sections 178 and 179 of the Companies Act, 2013 respectively, read with the relevant rules thereunder.*
 - c) *The Company has not appointed a whole-time Company Secretary pursuant to Section 203 of the Companies Act, 2013, read with the relevant rules thereunder.*
3. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.



**KALYANIWALLA
& MISTRY LLP**

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166**



**FARHAD M. BHESANIA
PARTNER**

Membership Number 127355

UDIN No.:20127355AAAAEG5954

Place: Mumbai, Date: September 24, 2020

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2020.

Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2016:

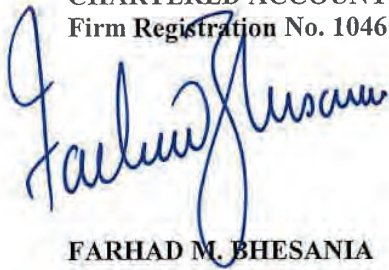
- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The Company does not have any immoveable properties owned by them and hence the provisions of Clause 3(ii) of the Order is not applicable.
- (ii) In our opinion and according to the information and explanations given to us, the Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of sub-clauses (a), (b) and (c) of paragraph 3(iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us and the records examined by us, the Company has not advanced any loans or made any investments or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3 (iv) of the Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any Deposits from the Public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder are not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the maintenance of cost records under sub section (1) of Section 148 of the Act is not applicable to the Company under the Companies (Cost Records and Audit) Rules, 2014. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, Goods and Service Tax (GST) and any other statutory dues with the appropriate authorities, wherever applicable. According to the information and explanations given to us, there are no undisputed dues, payable in respect of above as at March 31, 2020 for a period of more than six months from the date on which they became payable.



**KALYANIWALLA
& MISTRY LLP**

- (b) According to the information and explanations given to us and the records examined by us, there are no dues outstanding of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Goods and Service Tax (GST) on account of any dispute.
- (viii) According to the information and explanations given to us and based on the documents and records produced to us, the Company does not have any loans or borrowings from financial institutions, banks, government or debenture holders.
- (ix) According to the information and explanations given to us, the Company has neither raised moneys by way of initial public offer or further public offer (including debt instruments) nor taken any term loans during the year.
- (x) During the course of our examination of the books of account and records of the Company, and according to the information and explanation given to us and representations made by the management, no material fraud by or on the Company by its officers or employees, has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, managerial remuneration has been paid / provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) According to the information and the explanations given to us and based on our examination of the records of the Company, there are no transactions with related parties as defined under section 2(76) and covered under section 188 of the Act. Hence the question on commenting whether all transactions with the related parties are in compliance with sections 177 and 188 of the Act, and disclosure thereof in the Financial Statements as required by the applicable accounting standards does not arise.
- (xiv) According to the information and explanation given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3(xiv) of the order are not applicable.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3(xv) of the order are not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3(xvi) of the order are not applicable.

**For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration No. 104607W/W100166**



**FARHAD M. BHESANIA
PARTNER
Membership Number 127355
UDIN No.:20127355AAAAEG5954**

Place: Mumbai
Date: September 24, 2020

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 2 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended March 31, 2020.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **GODREJ HOUSING FINANCE LIMITED** ("the Company") as at March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



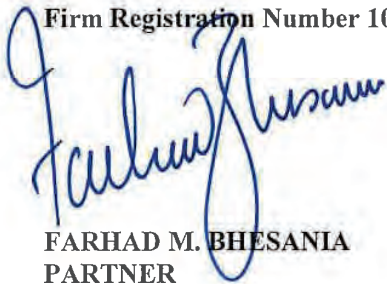
Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements was operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India.

**For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166**



**FARHAD M. BHESANIA
PARTNER
Membership Number 127355
UDIN No.:20127355AAAAEG5954**

Place: Mumbai
Dated: September 24, 2020

Godrej Housing Finance Limited
Balance Sheet as at March 31, 2020

(Currency : Indian rupees)

	Note No.	As at March 31, 2020	As at March 31, 2019
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	730,000,000	120,000,000
Reserves and Surplus	4	(206,767,144)	(18,677,518)
		<u>523,232,856</u>	<u>101,322,482</u>
Non-Current Liabilities			
Long-Term Provisions	5	1,734,596	-
Other Non-Current Liabilities	6	174,524	-
		<u>1,909,120</u>	<u>-</u>
Current Liabilities			
Trade Payables			
- Total Outstanding Dues of Micro Enterprises and Small Enterprises	20	3,483,000	-
- Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		9,081,571	13,450,488
Other Current Liabilities	7	10,171,314	353,000
Short-Term Provisions	8	60,723	-
		<u>22,796,608</u>	<u>13,803,488</u>
		<u>547,938,584</u>	<u>115,125,970</u>
Total Equity and Liabilities			
Assets			
Non-Current Assets			
Property, Plant and Equipment			
Tangible Assets	9	17,881,703	-
Intangible Assets	9	5,079,480	-
Capital Work In Progress		63,720	-
Intangible Assets Under Development		270,442,795	-
Long-Term Loans and Advances	10	1,755,655	-
		<u>295,223,353</u>	<u>-</u>
Current Assets			
Current Investments	11	40,030,000	-
Cash and Bank Balances	12	201,778,742	114,200,432
Short-Term Loans and Advances	13	8,771,325	925,538
Other Current Assets	14	2,135,164	-
		<u>252,715,231</u>	<u>115,125,970</u>
		<u>547,938,584</u>	<u>115,125,970</u>

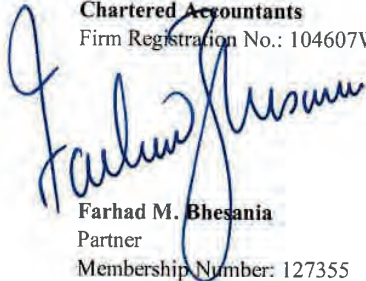
Significant Accounting Policies

2

The Accompanying Notes are an integral part of the Financial Statements

1 to 30

As per our Report of even date
For Kalyaniwalla & Mistry LLP
Chartered Accountants
 Firm Registration No.: 104607W/W100166


Farhad M. Bhesania
 Partner
 Membership Number: 127355

Signatures to the Balance Sheet & Notes to Financial
 Statements
 For and on behalf of Board of directors of
Godrej Housing Finance Limited


Pirojsha Godrej
 Director
 DIN: 00432983


Manish Shah
 Managing Director & CEO
 DIN: 06422627


Kunal Karnani
 Chief Financial Officer

Place: Mumbai
 Date : September 24, 2020

Godrej Housing Finance Limited

Statement of Profit and Loss for the year ended March 31, 2020

(Currency : Indian rupees)

	Note No.	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
Income			
Revenue From Operations	15	3,880,674	-
Other Income		3,019	-
Total Revenue		3,883,693	-
Expenses			
Employee Benefit Expenses	16	80,176,621	-
Depreciation and Amortisation Expense	9	2,248,484	-
Other Expenses	17	109,548,214	18,677,518
Total Expenses		191,973,319	18,677,518
(Loss) Before Tax		(188,089,626)	(18,677,518)
Less: Tax Expense			
Current Tax		-	-
Deferred Tax		-	-
(Loss) For The Year / Period		(188,089,626)	(18,677,518)
Basic and Diluted Earnings Per Equity Share			
Face value of Rs.10/- each	18	(13.68)	(2.06)

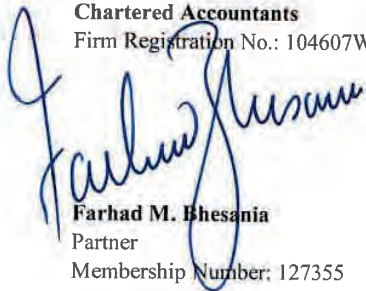
Significant Accounting Policies

2

The Accompanying Notes are an integral part of the Financial Statements

1 to 30

As per our Report of even date
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No.: 104607W/W100166


Farhad M. Bhesania
Partner
Membership Number: 127355

Signatures to the Statement of Profit and Loss & Notes to
Financial Statements

For and on behalf of Board of directors of
Godrej Housing Finance Limited


Pirojsha Godrej
Director
DIN: 00432983


Manish Shah
Managing Director & CEO
DIN: 06422627


Kunal Karnani
Chief Financial Officer

Place: Mumbai
Date : September 24, 2020

Godrej Housing Finance Limited

Cash Flow Statement for the year ended March 31, 2020

(Currency : Indian rupees)

	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
Cash Flow From Operating Activities:		
(Loss) Before Tax	(188,089,626)	(18,677,518)
Adjustments for:		
Depreciation and Amortisation Expense	2,248,484	-
Interest Income on Fixed Deposits with Bank	(3,280,267)	-
Profit on Sale of Current Investments	(600,407)	-
Operating Cash Flow Before Working Capital Changes	(189,721,816)	(18,677,518)
Adjustments for Changes in Working Capital:		
(Increase) / Decrease in Long-Term Loans And Advances	(1,328,809)	-
(Increase) / Decrease in Short-Term Loans And Advances	(7,845,787)	(925,538)
(Increase) / Decrease in Other Current Assets	(568,130)	-
Increase / (Decrease) in Trade Payables	(885,917)	13,450,488
Increase / (Decrease) in Long-Term Provisions	1,734,596	-
Increase / (Decrease) in Short-Term Provisions	60,723	-
Increase / (Decrease) in Other Non-Current Liabilities	174,524	-
Increase / (Decrease) in Other Current Liabilities	9,818,314	353,000
Cash Generated From Operations	(188,562,302)	(5,799,568)
Income Tax Paid	(426,846)	-
Net Cash Flow From Operating Activities	(188,989,148)	(5,799,568)
Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(25,209,667)	-
Increase in Capital Work in Progress & Intangible Assets Under Development	(270,506,515)	-
Investment in Mutual Funds	(599,371,000)	-
Sale of investment in Mutual Funds	559,941,407	-
Investment in Fixed Deposits with banks	(120,000,000)	-
Interest Income on Fixed Deposits with Bank	1,713,233	-
Cash Flow From Investing Activities	(453,432,542)	-
Cash Flow From Financing Activities:		
Proceeds From Issue of Equity Shares	20,000,000	120,000,000
Proceeds From Issue of Preference Shares	590,000,000	-
Cash Flow From Financing Activities	610,000,000	120,000,000
Net Increase In Cash and Cash Equivalents (A+B+C)	(32,421,690)	114,200,432
Cash and Cash Equivalents (Opening Balance)	114,200,432	-
Cash and Cash Equivalents (Closing Balance)	81,778,742	114,200,432



Godrej Housing Finance Limited

Cash Flow Statement for the year ended March 31, 2020 (Continued)

(Currency : Indian rupees)

Notes:

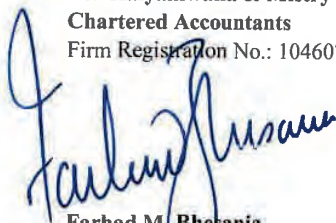
- (a) Reconciliation of Cash and Cash Equivalents as per the Statement of Cash Flows.
Cash and Cash Equivalents as per the above comprise of the following :

	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
Balances With Banks		
- In Current Accounts	5,278,742	114,200,432
- In Fixed Deposits With Original Maturity Less Than 3 Months	76,500,000	-
Cash And Cash Equivalents (Refer Note 12)	81,778,742	114,200,432

- (b) The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (AS) 3 on 'Cash Flow Statement', and presents cash flows by operating, investing and financing activities.
- (c) Figures for the previous period have been regrouped wherever necessary to conform to current year's classification.

As per our Report of even date
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No.: 104607W/W100166

For and on behalf of Board of directors of
Godrej Housing Finance Limited


Farhad M. Bhesania
Partner
Membership Number: 127355


Pirojsha Godrej
Director
DIN: 00432983


Manish Shah
Managing Director & CEO
DIN: 06422627


Kunal Karnani
Chief Financial Officer

Place: Mumbai
Date : September 24, 2020

1 General Information

Godrej Housing Finance Limited ("the Company") was incorporated on October 05, 2018 having Corporate Identity Number (CIN): U65100MH2018PLC315359 as a company limited by shares. The Company was incorporated for the purpose of carrying out business of housing finance and provide financial assistance to construct, purchase, expand, renovate property.

The Company has applied to the National Housing Bank (NHB), for a Certificate of Registration (COR), to act as a Housing Finance Company (HFC). Pursuant to the transfer of functions from NHB to the Reserve Bank of India (RBI), the application of the Company has been duly sent to the RBI for perusal and approval. The said approval is awaited from RBI.

2 Significant Accounting Policies

2.1 Basis For Preparation Of Financial Statements

The accompanying financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention, on going concern basis, and on accrual basis of accounting, unless otherwise stated, and comply with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act and the Schedule III (Division I) to the Act. The financial statements are presented in Indian Rupees.

2.2 Use Of Estimates

The preparation of financial statements in conformity with GAAP requires the management to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, disclosure of contingent liabilities on date of the financial statements and the reported amount of revenue and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results could differ from the estimates. Any revision to the accounting estimates is recognised prospectively in current and future periods.

2.3 Current / Non-Current Classification Of Assets / Liabilities

The Company has considered a period of twelve months as the operating cycle for classification of assets and liabilities as current and non-current.

2.4 Revenue Recognition

- a. Interest income on fixed deposits with banks is recognised on time proportion basis.
- b. Profit or loss earned on sale of investments is recognised on trade date basis, determined based on the weighted average cost of the investments sold.

2.5 Property, Plant and Equipment & Depreciation/Amortisation

Tangible Assets and Capital Work in Progress

Tangible assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any. The cost of tangible assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Capital work in progress comprises the cost of fixed assets that are not ready for its intended use at the reporting date.

Depreciation is provided on straight line basis from the date the asset is ready for its intended use or put to use whichever is earlier. In respect of assets sold, depreciation is provided up to the date of disposal.

As per the requirement of Schedule II of the Act, the Company has evaluated the useful lives of the respective tangible assets which are as per the provisions of Part C of the Schedule for calculating the depreciation. The estimated useful lives of the tangible assets are as follows:

Nature of Assets	Estimated Useful Life
Computers and data processing units	3-5 Years
Office Equipment	5 Years
Vehicles	5 Years

Leasehold improvements are amortized on a straight line basis over the period of lease of the asset.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Amortisation is provided on straight line basis, which reflect the management's estimate of the useful life of the intangible asset.

Assets	Useful life of asset
Computer Software	3 - 5 Years



2.6 Investments

Investments are classified into non-current investments and current investments. Investments which are readily realisable intended to be held for one year or more from date of purchase are classified as long term investments and investments which are intended to be held for less than one year are classified as current investments.

Non-current investments are carried at cost less diminution in value which is other than temporary, determined separately for each individual non-current investments.

Current investments are carried at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investment. In case of investments in mutual funds, the net asset value of units declared by the mutual funds is considered as the fair value.

2.7 Cash and Bank Balances

Cash and cash equivalents include balances in current accounts with banks, cash in hand, demand deposits with banks and other fixed deposits with banks with original maturities of three months or less. Other bank balances comprise balances with banks with original maturities of more than three months but less than twelve months and earmarked balances with banks etc.

2.8 Employee Benefits

The accounting policy followed by the Company in respect of its employee benefit schemes in accordance with Accounting Standard 15 (revised 2005), is set out below:

Provident fund

The Company contributes to a recognised provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognised in the statement of profit and loss.

Gratuity

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Changes in the present value of defined obligation resulting from plan amendments and change in actuarial assumptions are recognised in the statement of profit and loss in the period in which they arise.

Actuarial gains and losses arising from experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss in the period in which they arise.

Compensated Absences

The eligible employees of the Company are permitted to carry forward certain number of their annual leave entitlement to subsequent years, subject to a ceiling. The Company recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary.

2.9 Impairment Of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal / external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is higher if the assets net selling price and value in use which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an important loss and is recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

2.10 Current and Deferred Tax

Tax expense comprises income tax i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961, deferred tax charge or benefit reflecting the tax effect of timing differences between accounting income and taxable income for the period.

Current tax

Provision for Current Tax is recognised based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

Deferred tax

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognised using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets with convincing evidence. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

2.11 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - Earnings per share. Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at year end.

2.12 Operating Lease

Lease payments for assets taken on operating lease are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

2.13 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

2.14 Foreign Exchange Transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any arising out of transactions settled during the year are recognised in the statement of profit and loss for the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences, if any, are recognised in the statement of profit and loss and related assets and liabilities are accordingly restated in the balance sheet.



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

3 Share Capital

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Authorised :				
Equity shares of Rs.10/- each	15,000,000	150,000,000	15,000,000	150,000,000
Preference Shares of Rs.10/- each	185,000,000	1,850,000,000	-	-
	200,000,000	2,000,000,000	15,000,000	150,000,000
Issued, Subscribed and Paid Up :				
Equity Shares of Rs.10/- each, fully paid up	14,000,000	140,000,000	12,000,000	120,000,000
0.01% Compulsorily Convertible Preference Shares of Rs.10/- each, fully paid up	59,000,000	590,000,000	-	-
	73,000,000	730,000,000	12,000,000	120,000,000

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
(a) Reconciliation of Number of Shares:				
Equity shares:				
Balance at the beginning of the year / period	12,000,000	120,000,000	-	-
Issued during the year / period	2,000,000	20,000,000	12,000,000	120,000,000
Balance at the end of the year / period	14,000,000	140,000,000	12,000,000	120,000,000
0.01% Compulsorily Convertible Preference shares:				
Balance at the beginning of the year / period	-	-	-	-
Issued during the year / period	59,000,000	590,000,000	-	-
Balance at the end of the year / period	59,000,000	590,000,000	-	-

(b) Rights, Preferences and Restrictions Attached to Shares

Equity Shares:

The Company has one class of equity shares. Each equity share entitles the holder to one vote. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.

0.01% Compulsorily Convertible Preference Shares:

0.01% Compulsorily Convertible Preference shares (CCPS) of Rs. 10/- each are issued at par on rights basis to the holders of equity shares of the Company. The dividend rate of 0.01% on face value is non-cumulative. The 0.01% of CCPS shall be converted into such number of equity shares of face value of Rs. 10/- each as may be determined by taking into consideration the fair value of equity shares as on the date of conversion. Such conversion shall be at the option of the holder of 0.01% CCPS at any time, but not later than twenty years from the date of allotment of the 0.01% CCPS. However, in any case where any other convertible instruments are issued to persons other than equity shareholders of the Company till June 30, 2020, then the 0.01% CCPS holders shall convert the 0.01% CCPS simultaneously at the time of conversion of such other convertible instruments based on the fair value of equity shares. Till the time of conversion, the 0.01% CCPS will carry a preferential rights vis-à-vis equity shares of the Company with request to payment of dividend and repayment in case of winding up or repayment of capital. The 0.01% CCPS shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.

(c) Share Holding Pattern

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
(i) Equity shares held by holding entity:				
Anamudi Real Estates LLP and its nominees	14,000,000	140,000,000	12,000,000	120,000,000
(ii) Shareholders holding more than 5% shares in the company	No. of Shares	% held	No. of Shares	% held
Anamudi Real Estates LLP and its nominees	14,000,000	100%	12,000,000	100%

(d) Details of Convertible Securities Issued

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
0.01% Compulsorily Convertible Preference shares	59,000,000	590,000,000	-	-
Terms of issue - 20 years				
Earliest date of conversion is at the option of holder, but before 20 years from the date of allotment.				

(e) There are no equity shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

(f) The Company has not allotted any shares as fully paid up pursuant to contracts without payment being received in cash, or as bonus shares from the date of incorporation. The Company has not bought back any of its equity shares.

(g) There are no calls unpaid on any equity shares, and forfeited shares.



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

	As at March 31, 2020	As at March 31, 2019
4 Reserves and Surplus		
(Deficit) in Statement of Profit and Loss		
Opening balance in Statement of Profit and Loss	(18,677,518)	-
Add: (Loss) for the year/ period	(188,089,626)	(18,677,518)
	<u>(206,767,144)</u>	<u>(18,677,518)</u>
5 Long-Term Provisions		
Gratuity	1,559,686	-
Compensated Leave Absences	174,910	-
	<u>1,734,596</u>	<u>-</u>
6 Other Non-Current Liabilities		
Deferred Lease Rental	174,524	-
	<u>174,524</u>	<u>-</u>
7 Other Current Liabilities		
Statutory Dues Payable	9,027,706	353,000
Liability for Expenses	1,143,608	-
	<u>10,171,314</u>	<u>353,000</u>
8 Short-Term Provisions		
Gratuity	22,661	-
Compensated Leave Absences	38,062	-
	<u>60,723</u>	<u>-</u>



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

9 Tangible Assets and Intangible Assets

	Tangible Assets				Intangible Assets	
	Leasehold Improvements	Office Equipments	Vehicles	Computers	Computer Software	Total
Gross Block- At Cost						
As at October 5, 2018	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Disposals / Adjustments	-	-	-	-	-	-
As at March 31, 2019	-	-	-	-	-	-
Additions	152,105	228,962	12,681,535	6,920,609	5,226,456	25,209,667
Disposals / Adjustments	-	-	-	-	-	-
As at March 31, 2020	152,105	228,962	12,681,535	6,920,609	5,226,456	25,209,667
Accumulated Depreciation						
As at October 5, 2018	-	-	-	-	-	-
Charge for the period	-	-	-	-	-	-
Disposals / Adjustments	-	-	-	-	-	-
As at March 31, 2019	-	-	-	-	-	-
Charge for the year	3,609	8,254	1,205,921	883,724	146,976	2,248,484
Disposals / Adjustments	-	-	-	-	-	-
As at March 31, 2020	3,609	8,254	1,205,921	883,724	146,976	2,248,484
Net Block						
As at March 31, 2019	-	-	-	-	-	-
As at March 31, 2020	148,496	220,708	11,475,614	6,036,885	5,079,480	22,961,183



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

	As at March 31, 2020	As at March 31, 2019
10 Long-Term Loans and Advances		
(Unsecured, considered good)		
Security Deposit	1,328,809	-
Advance Income Taxes	426,846	-
	<u>1,755,655</u>	<u>-</u>
11 Current Investments		
Investment in Mutual Funds (Quoted)		
(Valued at lower of Cost and Net Realisable Value)		
ABSL Liquid Fund Growth Direct	62,837 20,000,000	- -
Nippon India Liquid Fund Growth Direct	4,147 20,030,000	- -
	<u>40,030,000</u>	<u>-</u>
Aggregate of quoted investment		
- At carrying value	40,030,000	-
- At market value	40,196,653	-
12 Cash and Bank Balances		
Cash and Cash Equivalents		
Balances with Banks		
- in Current Accounts	5,278,742	114,200,432
- in Fixed Deposits with Original Maturity Less Than 3 Months	76,500,000	-
	<u>81,778,742</u>	<u>114,200,432</u>
Other Bank Balances		
Short-Term Deposits with Banks	120,000,000	-
(Other bank deposits with maturity less than 12 months)		
	<u>201,778,742</u>	<u>114,200,432</u>
13 Short-Term Loans and Advances		
(Unsecured, considered good)		
Employee Advances	21,153	-
Prepaid Expenses	1,178,914	-
Vendor Advances	18,969	-
Balances with Government Authorities	7,552,289	925,538
	<u>8,771,325</u>	<u>925,538</u>
14 Other Current Assets		
Accrued Interest Income	1,567,034	-
Net Expenses Recoverable	568,130	-
	<u>2,135,164</u>	<u>-</u>



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
15 Revenue From Operations		
Other Operating Revenues		
Interest Income on Fixed Deposits with Bank	3,280,267	-
Profit From Sale of Current Investments	600,407	-
	<u>3,880,674</u>	<u>-</u>
16 Employee Benefit Expenses		
Salaries, Wages and Bonus	73,307,594	-
Contribution to Provident and Other Funds	4,145,199	-
Staff Welfare	2,723,828	-
	<u>80,176,621</u>	<u>-</u>

The above employee benefit expenses is net of salary cost capitalised to Intangible Assets under Development during the year amounting to Rs.29,278,815/- (Previous Year: Rs.Nil).

17 Other Expenses

Electricity and Water Charges	527,905	-
Rent	1,219,984	33,126
Repair and Maintenance- Others	3,525,630	-
Rates and Taxes	567,483	-
Legal and Professional Fees	50,845,518	13,334,000
Recruitment Expenses	28,923,198	3,450,000
Membership and Subscription Fees	47,210	-
Housekeeping Expenses	633,857	-
Office Expenses	95,697	-
Printing and Stationery	297,905	-
Communication Cost	206,641	-
Computer Expenses	2,024,517	-
Travelling and Conveyance	1,869,983	-
Commission and Brokerage	298,871	-
Advertisement and Sales Promotion	149,781	-
Payments to the Auditor (Refer Note 17.1)	52,725	80,000
Filing Fees	18,237,590	149,400
Pre-Incorporation Expenses	-	1,616,760
Miscellaneous Expenses	23,719	14,232
	<u>109,548,214</u>	<u>18,677,518</u>

17.1 Payments to the Auditor

(a) Auditor	50,000	50,000
(b) For Certification	2,725	30,000
	<u>52,725</u>	<u>80,000</u>

18 Basic and Diluted Earnings Per Equity Share

(Loss) After Tax for the Year / Period (Rs.)	(188,089,626)	(18,677,518)
Number of Shares Outstanding at the Beginning of the Year / Period	12,000,000	-
Number of Shares Outstanding at the End of the Year / Period	14,000,000	12,000,000
Weighted Average Number of Equity Shares	13,748,634	9,078,652
Basic and Diluted Earnings Per Share (Rs.)	(13.68)	(2.06)

18.1 The 0.01% Compulsorily Convertible Preference Shares (CCPSs) shall be converted into such number of equity shares of face value of Rs.10/- each as may be determined by taking into consideration the fair value of equity shares as on the date of conversion. In view of the same, the dilutive shares cannot be computed as the conversion ratio is not available as at the balance sheet date.

18.2 Due to loss in the current year, EPS is anti-dilutive and therefore in the Statement of Profit & Loss the Basic EPS and Diluted EPS is same.

19 Contingent Liabilities and Commitments

Contingent Liabilities

The Company has no contingent liabilities as at the balance sheet date.

Commitments

Capital commitment as at March 31, 2020 is Rs.33,970,391/- (Previous Period: Rs.Nil).



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

20 Micro, Small and Medium enterprises Disclosure

During the year micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company. The disclosures pursuant to MSMED Act based on the books of account are as under:

Particulars	As at March 31, 2020	As at March 31, 2019
(a) The principal amount remaining unpaid to any supplier as at the end of the accounting year/period;	-	-
(b) The interest due thereon remaining unpaid to any supplier as at the end of the accounting year/period;	-	-
(c) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year/period	-	-
(d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
(e) The amount of interest accrued and remaining unpaid at the end of accounting year/period	-	-
(f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. There is no undisputed amount overdue during the year/period ended and as at March 31, 2020 and March 31, 2019 to Micro, Small and Medium Enterprises on account of principal or interest.

21 Disclosure pursuant to Accounting Standard 15 (Revised) - Employee Benefits

Defined Contribution Plan (Employer's Contribution to Provident Fund)

Amount of Rs.3,958,769 (Previous Period: Rs. Nil) is recognised as Employer's Contribution to Provident Fund Expense and is included in Employee Benefit Expenses (refer Note 16) in the Statement of Profit and Loss for the year ended March 31, 2020.

Defined Benefit Plan (Gratuity)

The following tables summarize the components of the net benefit expenses recognised in the Statement of Profit and Loss and the unfunded status and amounts recognised in the balance sheet for the gratuity benefit plan.

Statement of Profit and Loss

Net employee benefit expenses recognised in the Statement of Profit and Loss:

Particulars	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
Current Service Cost	103,462	-
Interest Cost	21,571	-
Past Service Costs	-	-
Actuarial (Gains)/Losses recognised in the year/period	797,637	-
Expenses Recognized in the Statement of Profit and Loss	922,670	-

Balance Sheet

Net Liability Recognised in the Balance Sheet:

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Defined Benefit Obligation as at the end of the year/period	1,582,347	-
Fair Value of Plan Assets at the end of the year/period	N.A.	N.A.
Unrecognized Past Service Cost at the end of the year/period	-	-
Liability recognised in the Balance Sheet	1,582,347	-

Of the above liability recognised in Balance Sheet, Short Term Provision is Rs.22,661/- (Previous Period: Rs.Nil).



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

21 Disclosure pursuant to Accounting Standard 15 (Revised) - Employee Benefits (Continued)

Change in Present Value of Obligation:

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Benefit Obligation at the Beginning of the year/period	-	-
Interest Cost	21,571	-
Current Service Cost	103,462	-
Past Service Cost	-	-
Liability Transferred In/(Out)	659,677	-
Actuarial (Gains)/Losses on Obligations - Due to Experience	797,637	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	-	-
Present Value of Benefit Obligation at the End of the year/period	1,582,347	-

Balance Sheet Reconciliation:

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Net Liability	-	-
Expense Recognized in Statement of Profit or Loss	922,670	-
Net Liability/(Asset) Transfer In	659,677	-
Net (Liability)/Asset Transfer Out	-	-
Benefit Paid Directly by the Employer	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	1,582,347	-

Net Liability Recognised in the Balance Sheet:

Particulars	As at March 31, 2020	As at March 31, 2019
Present value of Defined Benefit Obligation	1,582,347	-
Fair value of plan assets	-	-
Net (Assets)/ Liability	1,582,347	-

The Company's gratuity scheme is unfunded and hence there is no movement in planned assets.

Actuarial Assumptions:

Particulars	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
Discount rate	6.24%	N.A.
Salary growth rate	7.00%	N.A.
Employee attrition rate	15.00%	N.A.
Mortality rate	Indian Assured Lives Mortality (2006-08) Ult	N.A.
Expected average remaining working lives of employees	5 years	N.A.

22 Leases

The Company has taken various premises on lease for the purpose of offices. The terms of the lease agreements include varying terms of escalation in rents in future periods, terms of cancellation and no terms of extension.

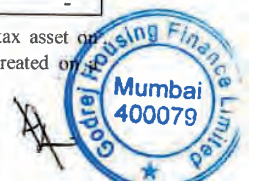
Details of Future Minimum Lease Payments are as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Due within One Year	2,079,750	79,500
Due between one to five years	8,302,181	125,875
Due more than five years	-	-

23 Deferred Tax Asset (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred Tax Assets (DTA)		
Business Loss and Others	38,809,766	-
DTA Restricted to	671,382	-
Deferred Tax Liabilities (DTL)		
WDV of Tangible & Intangible Assets	(671,382)	-
Total DTL	(671,382)	-

In the absence of virtual certainty of future taxable income which will be available to realise the deferred tax asset, deferred tax asset on unabsorbed depreciation, business losses, disallowance u/s 43 of Income Tax Act, 1961 and deferred lease payments is not created on conservative basis but is restricted to the deferred tax liability on tangible and intangible assets.



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

24 Expenditure in Foreign Currency

Expenditure incurred in foreign currency during the year/period included in the Statement of Profit and Loss:

Particulars	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
Professional and Consultation Fees	1,039,346	-

25 The amount of exchange difference included in the Statement of Profit and Loss is Rs.3,019/- (Net Gain) under the head Other Income (Previous Period: Rs.Nil (Net Gain)).

26 Related party Disclosure

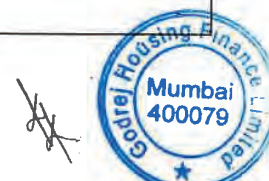
Related party disclosure as required by Accounting Standard 18 - 'Related Party Disclosures' prescribed in the Companies (Accounting Standard) Rules, 2006 are given below:

(a) List of related parties and relationship

Relationships	Names
Holding Company	Anamudi Real Estates LLP
Fellow Subsidiaries	Godrej Investment Advisers Private Limited Karukachal Developers Private Limited Ceres Developers Private Limited Pyxis Developers Private Limited
Key Management Personnel	Mr. Pirojsha A. Godrej (Non-Executive Director) Mr. Manish Shah (Managing Director & CEO) (w.e.f. September 4, 2019)
Enterprises over which Key Managerial Personnel Exercise Significant Influence	Godrej Properties Limited Godrej Consumer Products Limited Godrej One Premises Management Private Limited

(b) Transactions with Related Parties

Particulars	For the Year Ended March 31, 2020	For the Period from October 05, 2018 to March 31, 2019
Capital Account Transactions		
Issuance of Equity Share Capital		
Anamudi Real Estates LLP	20,000,000	120,000,000
Issuance of Preference Share Capital		
Anamudi Real Estates LLP	590,000,000	-
Current Account Transactions		
Cost Reimbursement Paid To		
Anamudi Real Estates LLP	9,243,334	1,907,776
Godrej One Premises Management Private Limited	4,584,458	-
Godrej Properties Limited	91,547	-
Cost Reimbursement Recoverable From		
Godrej Properties Limited	659,677	-
Purchase of Goods		
Godrej Consumer Products Limited	31,435	-
Remuneration paid to Key Managerial Personnel		
Manish Shah	16,130,425	-
Balances with Related Parties		
Trade Payables		
Godrej One Premises Management Private Limited	552,144	-
Other Receivables		
Godrej Properties Limited	568,130	-



Godrej Housing Finance Limited

Notes Forming Part of Financial Statements (Continued)

(Currency : Indian rupees)

27 Segment Reporting

The Company has no commercial operations and hence reporting of segment is not considered.

28 The Company has assessed the possible effects that may result from the pandemic relating to COVID-19 on its ability to meet its liabilities as and when they fall due, and in assessing the recoverability and carrying values of its assets comprising of property, plant & equipment (including work-in-progress) and current investments. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information. As on current date, the Company has concluded that the impact of COVID – 19 is not material. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties in future periods, if any.

29 There are no amount due and outstanding to be credited to Investor Education and Protection Fund as at March 31, 2020.

30 Previous Period Comparative Numbers

Previous period figures have been regrouped and reclassified wherever necessary, to conform to current year's classification. Previous period figures are from October 5, 2018 to March 31, 2019 and are hence not comparable.



For and on behalf of Board of directors of
Godrej Housing Finance Limited

Pirojsha Godrej
Director
DIN: 00432983

Manish Shah
Managing Director & CEO
DIN: 06422627

Kunal Karnani
Chief Financial Officer

Place: Mumbai

Date : September 24, 2020



Directors and Key Managerial Personnel	:	Mr. Pirojsha Godrej, Director Mr. Karan Singh Bolaria, Director Mr. Mohit Malhotra, Director Mr. Manish Shah, Managing Director and CEO (with effect from 4 th September, 2019) Mr. Kunal Karnani, chief financial officer (CFO) (with effect from 3 rd January, 2020)
Auditors		M/s. Kalyaniwalla & Mistry LLP Chartered Accountants Mumbai
Registered Office	:	Godrej One, Pirojshanagar Eastern Express Highway Vikhroli (East) Mumbai 400 079 Telephone Number: C/o 022 -25195200
Registrar & Share Transfer Agent	:	KFin Technologies Private Limited Selenium Building Tower B, Plot No 31 & 32 Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032



BOARDS' REPORT

To
The Shareholders,
Godrej Housing Finance Limited

Your Directors submit their 2nd Annual Report along with the Audited Accounts for the year ended March 31, 2020.

1. FINANCIAL AND OPERATIONAL REVIEW:**a. Financial Results**

The Company's performance during the year ended 31st March, 2020 as compared to the previous financial period (i.e. period from 5th October, 2018 to 31st March, 2019) is summarized below:

(Amount in Rs.)

Particulars	For the Financial year ended as on 31 st March 2020	For the period from 5 th October, 2018 to 31 st March, 2019
Total Income	38,83,693	NIL
Expenditure other than Interest and Depreciation	18,97,24,835	1,86,77,518
Profit/(Loss) before Interest, Depreciation and Tax	(18,58,41,142)	(1,86,77,518)
Interest (net)	NIL	NIL
Profit/(Loss) before depreciation and tax	(18,58,41,142)	(1,86,77,518)
Depreciation	(22,48,484)	NIL
Profit/(Loss) before Tax and exceptional items	(18,80,89,626)	(1,86,77,518)
Provision for Current Tax	NIL	NIL
Provision for Deferred Tax	NIL	NIL
Net Profit/(Loss)	(18,80,89,626)	(1,86,77,518)



b. Company's Affair

The Company was incorporated for the purpose of carrying out business of housing finance and provide financial assistance to construct, purchase, expand, renovate property.

There was no change in the nature of business of the Company during the financial year under review.

c. Share Capital and Shareholding**Change in the Authorized Share Capital of the Company:**

During the year under review, the Company at the Extraordinary General Meeting held on 21st May, 2019 increased its Authorized Share Capital from Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each and 18,50,00,000 (Eighteen Crore Fifty Lakh) Preference Shares of Face Value of Rs. 10/- (Rupees Ten only) each.

Increase in the Paid up Share Capital of the Company:

As on 31st March, 2019, the Paid up share capital of the Company was Rs. 12,00,00,000/- divided into 1,20,00,000 equity shares of Rs. 10/- each.

Changes in Paid –up Share Capital of the Company:

- Details of allotment of Equity shares made by the Company to Anamudi Real Estates LLP during the year under the review:

Type of Issue	Number of Shares	Issue Price	Paid up Equity capital post allotment (In. Rs.)
Right Issue	20,00,000	10.00	14,00,00,000

- Details of allotment of 0.01% Compulsorily Convertible Preference Shares (herein after referred to as '0.01% CCPS') made by the Company Anamudi Real Estates LLP in following tranches during the year under the review:

Type of Issue	Number of Shares	Issue Price	Paid up Preference capital post allotment (In. Rs.)
Right Issue	3,00,00,000	10.00	30,00,00,000

Right Issue	2,90,00,000	10.00	59,00,00,000
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As on 31st March, 2020, the Issued, Subscribed and Paid-up Share Capital stands at Rs. 73,00,00,000/- (Rupees Seventy-Three Crores only). Anamudi Real Estates LLP holds 100% of Paid-up Equity Share Capital through its six nominees and Preference Share Capital of the Company.

- Details of allotment of 0.01% Compulsorily Convertible Preference Shares (herein after referred to as '0.01% CCPS') made by the Company to Anamudi Real Estates LLP in following tranches between the end of the financial year of the Company and the date of the Report:

Type of Issue	Number of Shares	Issue Price	Paid up Preference capital post allotment (In. Rs.)
Right Issue	50,00,000	10.00	64,00,00,000
Right Issue	60,00,000	10.00	70,00,00,000
Right Issue	40,00,000	10.00	74,00,00,000

During the year under review, the Company has not:

- Issued Equity Shares with differential rights as to dividend, voting or otherwise as per Section 43 of the Companies Act, 2013;
- Issued shares (including sweat equity shares) to employees of the Company under any scheme pursuant to Section 54 of the Companies Act, 2013; and
- Issued Equity Shares under Employees Stock Option Scheme as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

d. Report on Performance of Subsidiaries, Associates and Joint Venture Companies:

During the year under review, the Company did not have any Subsidiary, Associate and Joint Venture Company.

e. Dividend

Considering the loss incurred during the financial year under review, your Directors have not recommended any dividend.



f. Transfer to Reserves

In view of loss incurred during the financial year under review, the Board of Directors has not recommended transfer of any amount to reserves.

g. Deposits

Your Company has not invited and/or accepted any deposits covered under Chapter V of the Companies Act, 2013, i.e. deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 during the Financial Year 2019-20.

h. Particulars of Loans, Guarantees or Investments

The Company has not given any loans, made investments or provided guarantees and securities under Section 186 of the Companies Act, 2013.

i. Particulars of Contracts or Arrangements with Related Parties Referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013

In accordance with the provisions of Section 2(76) and 188 of the Companies Act, 2013, during the financial year under review the Company has not entered into any contracts or arrangement with related parties requiring approval of the Board of Directors and Shareholders of the Company.

All related party transactions that were entered into during the year under review were on an arm's length basis and in the ordinary course of business.

The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable. In accordance with the Indian Accounting Standard 18, the details of transactions with related parties have been provided in Note No. 26 of the audited Financial Statements.

2. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSON ("KMP"):**a. Board of Directors**

As at the year ended 31st March, 2020, the Board of Directors comprised of one Executive and three Non-Executive Directors. The details are as under:

Name of Director	DIN	Type
Mr. Pirojsha Godrej	00432983	Non-Executive Director
Mr. Karan Singh Bolaria	06618461	Non-Executive Director



Mr. Mohit Malhotra	07074531	Non-Executive Director
Mr. Manish Anant Shah	06422627	Managing Director & CEO*

*-Appointed as on 4th September, 2019

Mr. Manish Anant Shah (DIN: 06422627) was appointed as an Additional Director on the Board with effect from 4th September, 2019 upto the Annual General Meeting of the Company. Subsequently, the members at their First Annual General Meeting held on 27th September 2019, appointed Mr. Manish Anant Shah as Managing Director and CEO for a term of three years commencing from 4th September, 2019 to 3rd September, 2022.

The Company is in process of compliance with the requirements of Section 149 of the Companies Act, 2013 pertaining to constitution of the Board with appointment of requisite number of Independent Directors on the Board.

b. Retirement by Rotation:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Pirojsha Godrej (DIN: 00432983) and Mr. Karan Singh Bolaria (DIN: 06618461), Directors being the longest in the office, are liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment.

The Board of Directors recommend their-appointment and the matter is being placed for seeking approval of members at the ensuing Annual General Meeting of the Company. Pursuant to the Secretarial Standards – 2 on General Meetings, brief details of Mr. Pirojsha Godrej and Mr. Karan Singh Bolaria, are provided as an Annexure to the Notice of the Annual General Meeting.

c. Key Managerial Person (“KMP”)

In accordance with the provisions of Section 203 of the Companies Act, 2013 and rules made thereunder, the Company has appointed:

1. Mr. Manish Anant Shah (DIN: 06422627) as Managing Director and Chief Executive Officer (“CEO”) for a term of three years from 4th September, 2019, which was approved by the members in the First Annual General Meeting of the Company held on 27th September, 2019; and
2. Mr. Kunal Karnani (PAN: ANFPK2629D) as Chief Finance Officer (“CFO”) with effect from January 3, 2020.

The Company is taking necessary steps for compliance with the requirements of Section 203 of the Companies Act, 2013 with regard to appointment of Whole-time Company Secretary of the Company.



d. The disclosures under Schedule V of the Companies Act, 2013 is as follows:

- i. The details of the remuneration paid to Mr. Manish Shah, Executive Director of the Company during the financial year 2019-20 has been mentioned under Form No. MGT 9, Extract of Annual Return, of this report.
- ii. **Service contracts, notice period, severance fees:**
Mr. Manish Shah was appointed as a Managing Director & CEO of the Company, for a term of three years from September 4, 2019 to September 3, 2022.
There is no separate provision for payment of any severance fees for the Managing Director. However, there is a provision of a notice period of three months from either side

e. Particulars of Employees:

The information required pursuant to Section 197 of the Companies Act read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is available for inspection by the Members at registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company, on cs@ext.godrejhf.com, whereupon a copy would be sent.

3. MATTERS AND DISCLOSURES RELATING TO BOARD AND POLICIES**a. Number of Board Meetings conducted during the year under Review:**

The Board of Directors met Eleven times during the year under review. The details of meetings are as follows:

Sr. No	Date of the Meeting
1.	18 th April 2019
2.	17 th May 2019
3.	4 th June 2019
4.	7 th June 2019
5.	25 th June 2019
6.	28 th June 2019
7.	4 th September 2019
8.	21 st November 2019
9.	13 th December 2019
10.	3 rd January 2020
11.	17 th March 2020



The maximum gap between two Board Meetings did not exceed one hundred and twenty days.

Attendance of each Director at the Board Meetings and the last Annual General Meeting is given under:

Names of Directors	Category	No. of Board Meetings		Attendance at Last AGM held on 27 th September, 2019
		Held during Director's tenure	Attended	
Mr. Pirojsha Godrej	Non-Executive Director	11	9	Yes
Mr. Karan Singh Bolaria	Non-Executive Director	11	7	Yes
Mr. Mohit Malhotra	Non-Executive Director	11	9	Yes
Mr. Manish Anant Shah (with effect from 4 th September, 2019)	Executive Director	4	4	Yes

b. Directors' Responsibility Statement

Pursuant to the provisions contained in Section 134(3)(c) read with section 134(5) of the Companies Act, 2013, the Directors of your Company confirm:

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. that such accounting policies have been selected and applied consistently, and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company, for preventing and detecting fraud and other irregularities;
- iv. that the annual accounts have been prepared on a going concern basis;
- v. that proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.



c. Internal Financial Controls:

The Board has laid down Internal Financial Controls within the meaning of the explanation to section 134 (5) (e) ("IFC") of the Companies Act, 2013. The Board believes the Company has sound IFC commensurate with the nature and size of its business.

d. Internal Control System:

Adequate internal controls systems commensurate with the nature of the Company's business and size and complexity of its operations are in place have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

e. Risk Management Policy

There were no elements of risks observed during the financial year under review, which would affect the existence of the Company. Currently, the Company is in the process of developing Risk Management policy.

4. AUDITORS AND THEIR REPORTS:

The matters related to Auditors and their Reports are as under:

a. Secretarial Audit Report for the financial year ended 31st March, 2020

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s Rathi and Associates, Companies Secretaries to undertake the Secretarial Audit of the Company for the financial year 2019-20.

The Secretarial Audit Report for the financial year 2019-20 is attached herewith as "Annexure B" to this Report.



The Secretarial Audit Report contains the following qualification, reservation or adverse remark:

1. **Compliance with the following sections have not been adequately complied with:**
 - a. Section 149 of the Companies Act, 2013 read with rules made thereunder related to constitution of the Board pending appointment of Independent Directors;
 - b. Constitution of Audit Committee and Nomination and Remuneration Committee pursuant to Section 177 and 178 of the Companies Act, 2013 read with rules made thereunder;
 - c. Appointment of whole-time Company Secretary pursuant to Section 203 of the Act read with rules made thereunder.
2. Delay in appointment of Managing Director & CEO and the Chief Financial Officer of the Company.

Management response:

In this regard, the Board of Directors would like to state that the Company was rigorously searching for suitable candidates for the desired positions. The Company believes that the position of Independent Directors and Key Managerial Personnel is of utmost importance since an Independent Director plays an important part in maintaining corporate credibility and good corporate governance whereas Key Managerial Personnel are responsible for executing the vision of the Board of Directors and plans of the Company and therefore due diligence in selection process plays a vital role in filling up the desired positions judiciously. In the absence of Independent Directors, the Board was not able to constitute the Audit Committee and Nomination and Remuneration Committee as per the provisions of the Companies Act, 2013. However, there was no dilution to the principles of corporate governance and affairs of company were conducted in compliance with spirit and letter of applicable law.

Mr. Manish A. Shah having experience of more than 20 years, was appointed as Managing Director and Chief Executive Officer with effect from 4th September 2019. Mr. Kunal Karnani, was appointed as Chief Financial Officer with effect from 3rd January, 2020.

The Company has taken steps to select a suitable candidate for appointment as Company Secretary of the Company, commensurate with its size and nature of activities.



b. Statutory Auditors:

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No.104607W/W100166), were appointed as the Statutory Auditors of the Company for a term of 5 (Five) years commencing from the conclusion of the 1st (First) Annual General Meeting held on 27th September, 2019 until the conclusion of the 6 (Sixth) Annual General Meeting of the Company, to be held in the year 2024, at such remuneration as may be decided by the Board of Directors of the Company.

c. Observations of Statutory Auditors on Accounts for the year ended 31st March, 2020

The observations mentioned under sub point 1 of point no. 4(a) in this report are also mentioned in the Auditors' Report for the financial year ended 31st March, 2020 as non-compliances of Companies Act, 2013, the management response for the same has been recorded in the point no. 4(a) of this report.

Other than the remarks mentioned above, the Auditors' Report for the financial year ended 31st March, 2020 does not contain any qualification, adverse remark or reservation and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

d. Fraud Reporting

There has been no instance of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

5. EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in Form MGT-9 pursuant to Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014, forming part of the Board's Report is annexed hereto as "Annexure A"

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**a. Conservation of Energy & Technology Absorption:**

There is no information to disclose under the head 'Conservation of Energy and Technology Absorption' given in the above rule since Company is engaged in providing loans. However, the Company understands the importance of energy conservation for the environment.



b. Foreign Exchange and Earnings / Outgo:

(Amount in Rs.)

	For the Financial year ended as on 31 st March 2020	For the period from 5 th October, 2018 to 31 st March, 2019
Actual Foreign Exchange earnings	-	-
Actual Foreign Exchange outgo	Rs. 8,89,337	-

7. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

During the financial year 2019-20, the Company had received one complaints on sexual harassment and the same was disposed off in accordance with the Company's policy on prevention, prohibition and redressal of sexual harassment at workplace. The Company has also conducted 1 training program in FY 2019-20 on Prevention of Sexual Harassment.

8. SECRETARIAL STANDARDS:

Your Company has complied with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

9. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- significant material changes and commitments between the end of financial year of the Company and the date of the Report which could affect the Company's financial position.
- Receipt of any remuneration or commission from its Holding Company by any Director or Key Managerial Personnel of the Company.



- revision of the financial statements of the previous years during the financial year under review.
- Exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013.
- significant material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- The provisions with respect to Corporate Social Responsibility for the year under review.
- Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013,

10. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to thank all the associates and authorities for their co-operation.

For and on behalf of the Board of Directors
For Godrej Housing Finance Limited



Pirojsha Godrej
Director
DIN: 00432983



Manish Shah
Managing Director and CEO
DIN: 06422627

Mumbai: September 24, 2020

Registered Office:

Godrej One, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079
CIN: U65100MH2018PLC315359
Tel No.: 022 -25195200

Annexure A

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the Financial Year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U65100MH2018PLC315359
Registration Date	October 5, 2018
Name of the Company	Godrej Housing Finance Limited
Category / Sub-Category of the Company	Company Limited by shares
Address of the Registered Office and contact details	Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079. Tel: C/o. 022 -25195200
Whether listed company	No
Name, address and contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Building, Tower B, Plot No 31 & 32 Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Home loans	6492*	0

*NIC code list – 2008



III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	Name and Address of The Company	CIN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
	N.A				

Note: Anamudi Real Estates LLP holds 100% paid-up share Capital of the Company.

IV. SHARE HOLDING PATTERN

i)

a. Category wise Shareholding (Equity Share Capital Break-up as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2019)				No. of Shares held at the end of the year (as on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,20,00,000	-	1,20,00,000	100	1,40,00,000	-	1,40,00,000	100	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	1,20,00,000	-	1,20,00,000	100	1,40,00,000	-	1,40,00,000	100	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-



b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1,20,00,000	-	1,20,00,000	100	1,40,00,000	-	1,40,00,000	100	-
B. Public Shareholding									
1. Institutions:									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
b) Individuals:									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-



c) Others (specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,20,00,000	-	1,20,00,000	100	1,40,00,000	-	1,40,00,000	100	-

b. Category wise Shareholding (0.01% Compulsory Cumulative Preference Share Capital Break-up as percentage of Total Preference shares Capital)

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2019)				No. of Shares held at the end of the year (as on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	5,90,00,000	-	5,90,00,000	100	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	-	-	-	5,90,00,000	-	5,90,00,000	100	-
(2) Foreign	-	-	-	-					
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-



c) Others (specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	-	-	-	5,90,00,000	-	5,90,00,000	100	-

ii)

a. Shareholding of Promoters (Details of Equity Share Capital of the Company)

Sr. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year				
		No. of shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year	
1.	Anamudi Real Estates LLP	1,20,00,000	100	Nil	1,40,00,000	100	Nil	-	
Total		1,20,00,000	100	Nil	1,40,00,000*	100	Nil	-	

*Includes shares held by six nominees



b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	-	-	-	5,90,00,000	-	5,90,00,000	100	-
B. Public Shareholding									
1. Institutions:									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
b) Individuals:									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-



b. Shareholding of Promoters (Details of 0.01% Compulsory Cumulative Preference Shares Capital of the Company)

Sr. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year				
		No. of shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year	
2.	Anamudi Real Estates LLP	Nil	Nil	Nil	5,90,00,000	100	Nil	-	
Total		Nil	Nil	Nil	5,90,00,000	100	Nil	-	

iii)

a. Change in Promoters' Shareholding: (Details of Equity Share Capital of the Company)

SI No.	Name of Promoter	Shareholding as on 1 st April, 2019		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Anamudi Real Estates LLP				
	<i>At the Beginning of the year i.e. 1st April, 2019</i>	1,20,00,000	100.00	1,20,00,000	100.00
	<i>Right Issue Allotment dated 17th May, 2019</i>	20,00,000	100.00	1,40,00,000	100.00
	<i>At the end of the year i.e. 31st March, 2020</i>	1,40,00,000	100.00	1,40,00,000*	100.00

*Includes shares held by six nominees



c. Change in Promoters' Shareholding: (Details of 0.01% Compulsory Cumulative Preference Shares Capital of the Company)

Sl No.	Name of Promoter	Shareholding as on 1 st April, 2019		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Anamudi Real Estates LLP				
	<i>At the Beginning of the year i.e. 1st April, 2019</i>	-	-	-	-
	<i>Right Issue Allotment dated 28th June, 2019</i>	3,00,00,000	100.00	3,00,00,000	100.00
	<i>Right Issue Allotment dated 13th December, 2019</i>	2,90,00,000	100.00	5,90,00,000	100.00
	<i>At the end of the year i.e. 31st March, 2020</i>	5,90,00,000	100.00	5,90,00,000	100.00

- a. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): N.A.
- b. Shareholding of Directors and Key Managerial Personnel: NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
- NIL



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of the MD/ WTD/Manager
		Mr. Manish Shah Managing Director & CEO
1	Gross salary	1,42,01,584
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,41,99,924
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,660
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify	-
5	Others, please Specify (Employer's Contribution to PF)	7,07,500
	Total	1,49,09,084*

Note: Remuneration to the Managing Director under Section 197 of the Companies Act, 2013 was approved by the shareholders at their 1st Annual General Meeting held on 27th September, 2019.

*Includes remuneration paid as Managing Director & CEO for the period September, 4, 2019 to March 31, 2020.

B. Remuneration to other directors:

During the year under review, the Company has not paid any remuneration to any other Directors.



C. Remuneration to Key managerial personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel
		Mr. Kunal Karnani Chief Financial Officer (CFO)
1	Gross salary	46,87,405
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	46,77,415
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9,990
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify	-
5	Others, please Specify (Employer's Contribution to PF)	2,10,471
	Total	48,97,876[#]

[#]Includes remuneration paid as Chief Financial Officer for the period January 3, 2020 to March 31, 2020.



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

For and on behalf of the Board of Directors
For Godrej Housing Finance Limited



Pirojsha Godrej
Director
DIN: 00432983



Manish Shah
Managing Director and CEO
DIN: 06422627



Mumbai: September 24, 2020

Registered Office:

Godrej One, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079
CIN: U65100MH2018PLC315359
Tel No.: 022 -25195200

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

SECRETARIAL AUDIT REPORT

*[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

To,
The Members,
GODREJ HOUSING FINANCE LIMITED
Godrej One, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai 400 079

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Godrej Housing Finance Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the financial year ended on 31st March, 2020, according to the provisions of:
 - (i) The Companies Act, 2013 ("the Act") and the rules made there under to the extent applicable;
 - (ii) The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") were not applicable to the Company during the audit period under report viz:-
 - i. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder;
 - iii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iv. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - vi. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - vii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - viii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - ix. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- x. The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - xi. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
3. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company viz.
- i. The Equal Remuneration Act, 1976
 - ii. The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986
 - iii. The Employees Compensation Act, 1923
 - iv. The Maharashtra Labour Welfare Fund Act, 1953
 - v. The Maternity Benefit Act, 1961

We have also examined compliance with the applicable clauses of Secretarial Standards – 1 and 2 issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the provisions pertaining to:

1. Appointment of at least two Directors as Independent Directors in the Company, pursuant to Section 149 of the Companies Act, 2013 read with rules made thereunder;
2. Constitution of Audit Committee and Nomination and Remuneration Committee of the Company, pursuant to Section 177 and 178 of the Companies Act, 2013 read with rules made thereunder;
3. Appointment of Whole-Time Company Secretary, pursuant to provisions of Section 203 of the Act read with rules made thereunder;
4. Appointment of Managing Director, pursuant to provisions of Section 203 of the Companies Act, 2013, which was delayed on account of appointment of Mr. Manish Shah as Managing Director and CEO of the Company on 4th September, 2019;
5. Appointment of Chief Financial Officer, pursuant to provisions of Section 203 of the Companies Act, 2013, which was delayed on account of appointment of Mr. Kunal Karnani as Chief Financial Officer of the Company on 3rd January, 2020;

We further report that:

The constitution of the Board of Directors of the Company is not in accordance with the provisions of Section 149 of the Companies Act, 2013 on account of non-appointment of at least two Directors as Independent Directors as required pursuant to sub-section (4) of Section 149 of the Act. Otherwise the Board of Directors of the Company has proper balance of Executive Director and Non-Executive Directors as per the provisions of the Companies Act, 2013.

The changes in the composition of the Board of Directors that took place during the period under review, were carried out in compliance with the provisions of the Act.

Except in case of meetings convened at a shorter notice, for which adequate permission was taken, adequate notice was given to all the Directors, from time to time, for the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members had any dissenting views, in the matters/agenda proposed from time to time for consideration of the Board, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As regards, events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. we report that during the year under report, the Company;

- i. allotted 20,00,000 (Twenty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at par aggregating to Rs. 2,00,00,000/- (Rupees Two Crores Only) by way of Rights Issue on 17th May, 2019.
- ii. obtained shareholders' approval by way of special Resolution passed in the Extra-Ordinary General Meeting of the Company held on 6th June, 2019, authorizing the Board of Directors of the Company to create, offer, issue and allot upto 10,00,00,000 (Ten Crores) 0.01% Compulsorily Convertible Preference Shares ('0.01% CCPS') of Rs. 10/- (Rupees Ten only) each for cash at par aggregating upto Rs. 100,00,00,000/- (Rupees One Hundred Crores only), on Rights basis, in one or more tranche(s), to the holders of the equity shares of the Company.

- iii. allotted 3,00,00,000 (Three Crore) 0.01% Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each ('0.01% CCPS') for cash at par aggregating Rs. 30,00,00,000/- (Rupees Thirty Crores only) on 28th June, 2019, on Rights issue basis.;
- iv. allotted 2,90,00,000 (Two Crore Ninety Lacs) 0.01% CCPS for cash at par aggregating Rs. 29,00,00,000/- (Rupees Twenty-Nine Crores only) on 13th December, 2019, on Rights issue basis.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

HIMANSHU Digitally signed by
HIMANSHU
SHANTILAL SHANTILAL KAMDAR
KAMDAR Date: 2020.08.31
14:31:20 +05'30'

**HIMANSHU S. KAMDAR
PARTNER
MEMBESHIP NO: FCS 5171
CP No. 3030**

**Place: Mumbai
Date: 31st August, 2020
UDIN: F005171B000637484**

Note: This report should be read with our letter which is annexed as Annexure II and forms an integral part of this report

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March 2019.
3. Minutes of the meetings of the Board of Directors held during the financial year under report along with Attendance Register.
4. Minutes of General Body Meetings held during the financial year under report.
5. Statutory registers applicable to the Company under the Companies Act, 2013.
6. Agenda papers submitted to all the Directors/members for the Board Meetings.
7. Declarations/Disclosures received from the Directors/ Chief Financial Officer of the Company pursuant to the provisions of Section 184, Section 164(2) and other applicable provisions of the Companies Act, 2013.
8. e-Forms filed by the Company from time to time under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.

To
The Members,
Godrej Housing Finance Limited
Mumbai

Dear Sirs,

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

HIMANSHU
SHANTILAL
KAMDAR

Digitally signed by
HIMANSHU SHANTILAL
KAMDAR
Date: 2020.08.31 14:31:43
+05'30'

**HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
C.P. No. 3030**

Place: Mumbai

Date: 31st August, 2020