



## Notice to the Members of Godrej Housing Finance Limited

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Godrej Housing Finance Limited (“the Company”), is scheduled to be held on Friday, November 29, 2024, at 11:00 a.m., at a shorter notice, at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 to transact the following business:

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### SPECIAL BUSINESS:

1. **Appointment of Mr. Manish Shah (DIN: 06422627) as Non-Executive Director of the Company.**

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


“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), as amended, read with the rules framed thereunder, RBI Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and all other applicable laws and regulations, on recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Manish Shah (DIN: 06422627) be and is hereby appointed as Non-Executive Director of the Company, with effect from close of business hours on September 30, 2024, and shall be liable to retire by rotation.

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



**Place:** Mumbai  
**Date:** November 27, 2024

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

  
**Shilpa Katare**  
**Company Secretary**  
**Membership No.: A65863**



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

**CIN: U65100MH2018PLC315359**  
**Tel No.: 022-68815555**



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office/Corporate Office of the Company not less than FORTY-EIGHT HOURS before the EGM.
2. Members who are body corporate(s) intending to appoint their authorized representative(s) to attend the EGM are requested to send to the Company, a certified copy of the resolution of its Board of Directors / other governing body authorizing their representative(s) to attend and vote on their behalf at the EGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act")
3. Consent of the Members is being obtained for convening meeting at shorter notice.
4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the EGM and are requested to write their Client ID and DP ID in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting area.
5. In case of joint holders attending the EGM, if any, only such joint holder who is higher in the order of names will be entitled to vote.
6. Route map for reaching the EGM Venue is enclosed herewith.
7. An Explanatory Statement as required under section 102(1) of the Act and under other provisions and rules as may be applicable setting out material facts in respect of special business as set out in the Notice is annexed hereto.
8. The Registrar and Share Transfer Agents of the Company are Kfin Technologies Limited having their office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, Tel. No.: 040 6716 2222, Email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
9. The Notice of EGM is available on the website of the Company at <https://www.godrejcapital.com/ghf/products.html>.
10. Relevant documents referred to in the EGM Notice will be kept open for inspection for the members from the date of dispatch of the Notice up to and including the date of the EGM at the EGM venue. The documents can be inspected at the registered office of the Company on any working day, between 10:00 a.m. (IST) to 1:00 p.m. (IST).
11. Additional information of a director seeking appointment at the EGM, as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") is annexed to the Notice.
12. Proxies register shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.30 a.m. and 6.00 p.m. from the date of dispatch of the Notice till the date of the meeting.



13. The Resolution shall be deemed to be passed on the date of the EGM i.e., Friday, November 29, 2024 subject to receipt of the requisite number of votes in favor of the respective Resolution.
14. Manner of Voting during the EGM shall be through show of hands, unless a poll is demanded.



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

**Item no. 1**

The extract of Paragraph 52A of RBI Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“Master Directions”), reads as below:

“Except for directorship in a subsidiary, Key Managerial Personnel of an HFC shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL (including HFCs). A timeline of two years is provided with effect from October 01, 2022 to ensure compliance with these norms.”

Mr. Manish Shah, Managing Director and Chief Executive Officer (“MD&CEO”) of the Company is also Non-Executive Director at Godrej Finance Limited, which is an NBFC-Middle Layer. Thus, to comply with Paragraph 52A, he will need to exit position as MD&CEO.

To comply with Paragraph 52 of Master Directions, the Board of Directors of the Company took note of resignation of Mr. Manish Shah as MD&CEO of the Company and on the recommendation of Nomination and Remuneration Committee approved his appointment as Non-Executive Director of the Company with effect from close of business hours on September 30, 2024, subject to approval of shareholders.

Thus, approval of the Members is being sought for appointment of Mr. Manish Shah as Non-Executive Director of the Company, liable to retire by rotation, with effect from close of business hours on September 30, 2024.

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

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

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

Considering the expertise of Mr. Manish Shah and his exemplary performance and contributions towards the Company as MD&CEO, it will be beneficial for the Company to have him on the Board.

Except Mr. Manish Shah, being the appointee, none of the Directors or Key Managerial Personnel or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 1 of the Notice.


The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.



1 of the Notice for the approval of the Members.

**Place:** Mumbai  
**Date:** November 27, 2024

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

  
**Shilpa Katare**  
**Company Secretary**  
**Membership No.: A65863**



Annexure I

Additional information of a director seeking appointment at this EGM in pursuance of SS-2:


<b>Name of Director</b>	Mr. Manish Shah
<b>Director Identification Number (DIN)</b>	06422627
<b>Nationality</b>	Indian
<b>Date of Birth / (Age)</b>	26-06-1974 (50 years)
<b>Date of first appointment on the Board</b>	September 30, 2024 (Appointed as a Non – Executive Director)
<b>Qualification</b>	MBA in Finance, Marketing & General Management from IIM Ahmedabad
<b>Experience / Brief Profile / nature of expertise in specific functional areas</b>	Mr. Manish Shah is the Managing Director and Chief Executive Officer of Godrej Capital Limited, holding Company and Non – Executive Director of Godrej Finance Limited, subsidiary of Holding Company. He has spent over 22 years in financial services in diverse businesses such as secured and unsecured lending, credit cards, wealth management and life insurance with Citibank, AEGON and Bank of Baroda in India and in the US. He has held leadership roles in organizations ranging from MNCs, Public Sector enterprises. These stints involved setting up large distribution networks across the country, strategic business development, institutional fund-raising and building analytics & risk management frameworks, often from the ground up.
<b>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</b>	<ul style="list-style-type: none"> <li>➤ Godrej Capital Limited</li> <li>➤ Godrej Finance Limited</li> <li>➤ Ruchita Rambles Services Private Limited</li> <li>➤ Finance Industry Development Council</li> </ul>
<b>Chairmanships/ Memberships of Committees in other companies*</b>	<p><b>Godrej Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination &amp; Remuneration Committee - Member</li> <li>3. Stakeholders Relationship Committee – Member</li> <li>4. Corporate Social Responsibility Committee – Member</li> </ol> <p><b>Godrej Capital Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee – Chairperson</li> </ol>
<b>Shareholding in the Company</b>	-
<b>Number of Board Meetings attended during the year (2024-25)</b>	6

Relationship with other Directors / Manager / Key Managerial Personnel	None
Details of remuneration sought to be paid and the remuneration last drawn	NA
Terms and conditions of appointment/re-appointment	Non-Executive Director liable to retire by rotation.

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

Place: Mumbai  
Date: November 27, 2024

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

  
Shilpa Katare  
Company Secretary  
Membership No.: A65863



**Form no. MGT-11**

**PROXY FORM**

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

**CIN:** U65100MH2018PLC315359

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the members of Godrej Housing Finance Limited to be held on Friday, November 29, 2024, at 11:00 a.m. at the Registered Office of the Company and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Type of resolution (Ordinary / Special)
1.	Appointment of Mr. Manish Shah as Non-Executive Director of the Company.	Ordinary

Affix Re.  
1/- revenue  
stamp

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

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

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

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

### ATTENDANCE SLIP

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

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

I/We hereby record my/our presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Members of the Company on Friday, November 29, 2024, at 11:00 a.m. at the Registered Office of the company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

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

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

### ROUTE MAP FOR EGM VENUE

