Godrej Housing Finance Limited

Role, Duties & Responsibilities of Independent Directors

As member of the Board of Directors, the Independent Directors, along with other Directors, shall be responsible for performing such responsibilities which are cast upon a Director under the Companies Act, 2013 ("the Act") and shall also be bound by the Memorandum and Articles of Association of the Company.

The Independent Directors will be required to perform such 'Role and Functions' and 'Duties' and adhere to such 'Guidelines of Professional Conduct' as are set out in Schedule IV to the Act. The Independent Directors shall, thus, abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act. The Independent Directors shall also abide by the Code of Conduct for Independent Directors and the Insider Trading – Code of the Company.

The liabilities as an Independent Director shall be governed by the provisions of the applicable laws.