GHFL/Comp./2025/078

July 18, 2025

To,
Listing Department,
The National Stock Exchange of India Limited ("The Exchange")
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Subject: Submission of Compliance Report on Corporate Governance.

Dear Sir/Madam,

Pursuant to Regulation 62Q under Chapter VA of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed the Compliance Report on Corporate Governance of the Company for the quarter ended June 30, 2025.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For **Godrej Housing Finance Limited**

SHILPA TRAILOKI KATARE
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Date: 2025.07.18 17:12:33 +05'30'

Shilpa Katare
Company Secretary and Compliance Officer

Encl. as above

Compliance Report on Corporate Governance for the quarter ended June 30, 2025

1. Name of Listed Entity: **Godrej Housing Finance Limited**
2. Quarter ending: **June 30, 2025**

I. Composition of Board of Directors:

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/ Nominee)	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 62E (a)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 62E (a) & 62E (b)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 62O (1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 62O (1) of the LODR Regulations)
Mr.	Pirojsha Godrej	DIN: 00432983	Non-Executive Director-Chairperson	05-10-2018	-	-	N.A.	27-10-1980	6	-	3	1

Mr.	Hemant Adarkar	DIN: 03127893	Independent Director	10-01-2024	-	-	17 months	05-01-1962	2	2	4	1
Mrs.	Rosemary Sebastian	DIN: 07938489	Independent Director	28-01-2021	-	-	53 months	05-05-1959	3	3	4	2
Mr.	Saibal Ghosh	DIN: 09766300	Independent Director	17-10-2022	-	-	32 months	08-02-1966	1	1	1	-
Mr.	Manish Shah	DIN: 06422627	Non-Executive Director	30-09-2024	-	-	N.A.	26-06-1974	2	-	3	-
Mr.	*Mehernosh Tata	DIN: 08603284	Managing Director and Chief Executive Officer	05-05-2025	-	-	2 Months	13-07-1975	1	-	1	-

*Appointed as Managing Director and Chief Executive Officer with effect from May 5, 2025.

Whether Regular chairperson appointed - **Yes**
Whether Chairperson is related to managing director or CEO – **No**

II. Composition of Committees:

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/& Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1) Mrs. Rosemary Sebastian	Chairperson - Independent Director	28-01-2021	-
		2) Mr. Saibal Ghosh	Independent Director	17-10-2022	-
		3) Mr. Hemant Adarkar	Independent Director	10-01-2024	-
2. Nomination & Remuneration Committee	Yes	1) Mr. Saibal Ghosh	Chairperson - Independent Director	17-10-2022	-
		2) Mrs. Rosemary Sebastian	Independent Director	28-01-2021	-
		3) Mr. Manish Shah	Non-Executive Director	19-11-2024	-
3. Risk Management Committee	Yes	1) Mr. Saibal Ghosh	Chairperson - Independent Director	17-10-2022	-
		2) Mr. Manish Shah	Non-Executive Director	28-01-2021	-
		3) Mr. Mehernosh Tata	Managing Director and Chief Executive Officer	05-05-2025	
		4) Mr. Vijay Jain	Chief Risk Officer	30-04-2024	-
4. Stakeholders Relationship Committee	Yes	1) Mrs. Rosemary Sebastian	Chairperson - Independent Director	05-05-2025	-
		2) Mr. Manish Shah	Non-Executive Director	05-05-2025	-

		3) Mr. Mehernosh Tata	Managing Director and Chief Executive Officer	05-05-2025	-
5. Corporate Social Responsibility Committee	Yes	1) Mr. Saibal Ghosh	Chairperson - Independent Director	17-10-2022	-
		2) Mr. Hemant Adarkar	Independent Director	30-04-2024	-
		3) Mr. Manish Shah	Non-Executive Director	17-10-2022	-
		4) Mr. Mehernosh Tata	Managing Director and Chief Executive Officer	05-05-2025	

III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
January 29, 2025	May 5, 2025	Yes	5	3	95 days (January 29, 2025 to May 5, 2025)

IV. Meeting of Committees:

Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	**Whether requirement of quorum met (details)**	**Number of Directors present**	**Number of independent directors present**	**Date(s) of meeting of the committee in the previous quarter**	**Maximum gap between any two consecutive meetings in number of days**
May 5, 2025	Yes	3	3	January 29, 2025	95 days (January 29, 2025 to May 5, 2025)
Nomination &					

Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	**Whether requirement of quorum met (details)**	**Number of Directors present**	**Number of independent directors present**	**Date(s) of meeting of the committee in the previous quarter**	**Maximum gap between any two consecutive meetings in number of days**
May 5, 2025	Yes	3	2	January 29, 2025	95 days (January 29, 2025 to May 5, 2025)
Risk Management Committee					
Date(s) of meeting of the committee in the relevant quarter	**Whether requirement of quorum met (details)**	**Number of Directors present**	**Number of independent directors present**	**Date(s) of meeting of the committee in the previous quarter**	**Maximum gap between any two consecutive meetings in number of days**
May 2, 2025	Yes	2	1	January 24, 2025	97 Days (January 24, 2025 to May 2, 2025)
Stakeholders Relationship Committee[$]					
Date(s) of meeting of the committee in the relevant quarter	**Whether requirement of quorum met (details)**	**Number of Directors present**	**Number of independent directors present**	**Date(s) of meeting of the committee in the previous quarter**	**Maximum gap between any two consecutive meetings in number of days**
-	-	-	-	-	-
Corporate Social Responsibility Committee					
Date(s) of meeting of the committee in the relevant quarter	**Whether requirement of quorum met (details)**	**Number of Directors present**	**Number of independent directors present**	**Date(s) of meeting of the committee in the previous quarter**	**Maximum gap between any two consecutive meetings in number of days**
May 2, 2025	Yes	3	2	-	-

$ *The Board of Directors had at their meeting held on May 5, 2025, constituted Stakeholders Relationship Committee. The committee shall hold its first meeting within specified timelines.*

V. Related Party Transactions:	
Subject	**Compliance status (Yes/No/NA)**
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

VI. Details of Cyber Security Incidence:			
Whether as per Regulation 62Q (2) (c) under Chapter VA of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	N.A.	Brief Details of the event	N.A.

VII. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 – Yes.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015:
    a. Audit Committee – Yes.
    b. Nomination & Remuneration committee – Yes.
    c. Stakeholders Relationship committee – Yes
    d. Risk management committee (applicable to High Value Debt Listed Entity) – Yes.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – Yes.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – Yes.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors – Yes
   Any comments/observations/advice of Board of Directors may be mentioned here – Nil.

For Godrej Housing Finance Limited,

SHILPA TRAILOKI KATARE

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Shilpa Katare
Company Secretary and Compliance Officer