GHFL/Comp./2025/041

April 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 read with SEBI Notification dated March 27, 2025, please find enclosed the Compliance Report on Corporate Governance of the Company for the period ended March 31, 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: 2025.04.18 19:42:57 +05'30'

Shilpa Katare
Company Secretary and Compliance Officer

Encl. as above

Compliance Report on Corporate Governance for the quarter ended March 31, 2025

1. Name of Listed Entity: **Godrej Housing Finance Limited**
2. Quarter ending: **March 31, 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	-	-	14 months	05-01-1962	2	2	4	1
Mrs.	Rosemary Sebastian	DIN: 07938489	Independent Director	28-01-2021	-	-	50 months	05-05-1959	3	3	3	1
Mr.	Saibal Ghosh	DIN: 09766300	Independent Director	17-10-2022	-	-	29 months	08-02-1966	1	1	1	-
Mr.	Manish Shah	DIN: 06422627	Non-Executive Director	30-09-2024	-	-	N.A.	26-06-1974	2	-	2	-

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. Vijay Jain	Chief Risk Officer	30-04-2024	-
4. Stakeholders Relationship Committee*	Yes	1) -	-	-	-
		2) -	-	-	-
		3) -	-	-	-
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	-

**The Company has been identified as High Value Debt listed entity as on March 31, 2025, in terms of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") read with SEBI Notification dated March 27, 2025. Accordingly, the Company is required to ensure compliance with Chapter VA of Listing Regulations from March 31, 2025 onwards. The Company shall place proposal to constitute Stakeholders Relationship Committee at its Board meeting scheduled to be held on May 5, 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)
November 19, 2024	January 29, 2025	Yes	5	3	70 days (November 19, 2024 to January 29, 2025)
October 22, 2024	-	-	-	-	27 days (October 22, 2024 to November 19, 2024)

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**
January 29, 2025	Yes	3	3	October 22, 2024	98 days (October 22, 2024 to January 29, 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**
January 29, 2025	Yes	3	2	November 19, 2024	70 days (November 19, 2024 to January 29, 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
January 24, 2025	Yes	2	1	October 21, 2024	94 Days (October 21, 2024 to January 29, 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**
-	-	-	-	October 21, 2024	-

$ *The Company has been identified as High Value Debt listed entity as on March 31, 2025, in terms of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") read with SEBI Notification dated March 27, 2025. Accordingly, the Company is required to ensure compliance with Chapter VA of Listing Regulations from March 31, 2025 onwards. The Company shall place proposal to constitute Stakeholders Relationship Committee at its Board meeting scheduled to be held on May 5, 2025 and 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* – No
    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, Any comments/observations/advice of Board of Directors may be mentioned here. – The report would be placed at the next meeting of the Board of Directors.

Note: *Godrej Housing Finance Limited ("the Company") reached threshold of Rs. 1,000 Crores and has been identified as a High Value Debt listed entity as on March 31, 2025, hence this being the first report after applicability of listing Regulations. The Company shall ensure compliance with all other High Value Debt (HVD) requirements as per Listing Regulations.*

**The proposal for constitution of Stakeholders Relationship Committee will be placed at the Board meeting of the Company scheduled to be held on May 5, 2025.*

For Godrej Housing Finance Limited,

SHILPA TRAILOKI KATARE

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Shilpa Katare
Company Secretary and Compliance Officer

VIII. Additional half yearly disclosures: Half year ending March 31, 2025

Applicability of disclosure: **Yes**

I. Disclosure of Loans/guarantees/comfort letters/securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	N.A.	Nil	Nil
Promoter Group or any other entity controlled by them	N.A.	Nil	Nil
Directors (including	N.A.	Nil	Nil

relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them	N.A.	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	N.A.	Nil	Nil
Promoter Group or any other entity controlled by them	N.A.	Nil	Nil
Directors (including relatives) or any other entity controlled by them	N.A.	Nil	Nil
KMPs or any other entity controlled by them	N.A.	Nil	Nil

(D) Additional Information

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company- N.A.

NAVEEN DEVPURA Digitally signed by NAVEEN DEVPURA Date: 2025.04.18 18:29:37 +05'30'

SHILPA TRAILOKI KATARE Digitally signed by SHILPA TRAILOKI KATARE Date: 2025.04.18 19:43:38 +05'30'

Name: Naveen Devpura
Designation: Chief Financial Officer
Place: Mumbai
Date: April 18, 2025

Name: Shilpa Katare
Designation: Company Secretary & Compliance Officer
Place: Mumbai
Date: April 18, 2025

IX. Compliance Report on Corporate Governance for the financial year ended March 31, 2025

Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is applicable only to the equity listed entity. Since our Company is a high value debt listed entity, the said Regulation is not applicable to us

I. Disclosure on website in terms of LODR Regulations		
Item	**Compliance status (Yes/No/NA)** refer note below	**If Yes provide link to website. If No / NA provide reasons**
As per regulation 46(2) of the LODR:	NA	Regulation 46(2) is not applicable to high value debt listed entity.
a) Details of business	NA	Regulation 46(2) is not applicable to high value debt listed entity
b) Terms and conditions of appointment of independent directors	NA	Regulation 46(2) is not applicable to high value debt listed entity
c) Composition of various committees of board of directors	NA	Regulation 46(2) is not applicable to high value debt listed entity
d) Code of conduct of board of directors and senior management personnel	NA	Regulation 46(2) is not applicable to high value debt listed entity.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	NA	Regulation 46(2) is not applicable to high value debt listed entity.
f) Criteria of making payments to non-executive directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
g) Policy on dealing with related party transactions	NA	Regulation 46(2) is not applicable to high value debt listed entity.
h) Policy for determining 'material' subsidiaries	NA	Regulation 46(2) is not applicable to high value debt

		listed entity.
i) Details of familiarization programmes imparted to independent directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
j) email address for grievance redressal and other relevant details	NA	Regulation 46(2) is not applicable to high value debt listed entity.
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	NA	Regulation 46(2) is not applicable to high value debt listed entity.
l) Financial results	NA	Regulation 46(2) is not applicable to high value debt listed entity.
m) Shareholding pattern	NA	Regulation 46(2) is not applicable to high value debt listed entity.
n) Details of agreements entered into with the media companies and/or their associates	NA	Regulation 46(2) is not applicable to high value debt listed entity.
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange oa) audio or video recordings and transcripts of post earnings/quarterly calls	NA	Regulation 46(2) is not applicable to high value debt listed entity.
p) New name and the old name of the listed entity	NA	Regulation 46(2) is not applicable to high value debt listed entity.
q) Advertisements as per regulation 47(1)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
r) Credit rating or revision in credit rating obtained	NA	Regulation 46(2) is not applicable to high value debt listed entity.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	Regulation 46(2) is not applicable to high value debt listed entity.

t) Secretarial Compliance Report	NA	Regulation 46(2) is not applicable to high value debt listed entity.
u) Materiality Policy as per Regulation 30(4)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
w) Disclosures under regulation 30(8)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
x) Statements of deviation(s) or variations(s) as specified in regulation 32	NA	Regulation 46(2) is not applicable to high value debt listed entity.
y) Dividend distribution policy as specified in regulation 43A(1)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
z) Annual return as provided under section 92 of the Companies Act, 2013	NA	Regulation 46(2) is not applicable to high value debt listed entity.
✓ Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	NA	Regulation 46(2) is not applicable to high value debt listed entity.

II Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)** *refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	62B (1) (b)	Yes
Board composition	62D (1), 62D (2), 62D (3), 62D (4), 62D (5)	Yes
Meeting of Board of directors	62D (6)	Yes
Quorum of Board meeting	62D (7)	Yes
Review of Compliance Reports	62D (8)	Yes
Plans for orderly succession for Appointments	62D (9)	Yes (Proposal shall be placed before Board at its meeting to be held on May 5, 2025 for approval)
Code of Conduct	62D (10)	Yes (Code shall be placed before Board at its meeting to be held on May 5, 2025 for approval)
Fees/compensation	62D (11) & 62D (12)	Yes
Minimum Information	62D (13)	Yes
Compliance Certificate	62D (14)	Yes
Risk Assessment & Management	62D (15)	Yes
Performance Evaluation of Independent Directors	62D (16)	Yes
Recommendation of Board	62D (17)	Yes
Maximum number of directorships	62E	Yes
Composition of Audit Committee	62F (1)	Yes
Meeting of Audit Committee	62F (2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	62F (3)	Yes (Revised scope of work of the Committee in line with Listing Regulations shall be placed before Board at its meeting to be held on May 5, 2025 for approval)
Composition of nomination & remuneration committee	62G (1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	62G (3)	Yes
Meeting of nomination & remuneration committee	62G (6)	Yes
Role of Nomination and Remuneration Committee	62G (7)	Yes (Revised scope of work of the Committee in line with Listing Regulations shall be placed before Board at its meeting

		to be held on May 5, 2025 for approval)
Composition of Stakeholder Relationship Committee	62H (1), 62H (2) and 62H (3)	Yes (Proposal for constitution of SRC and charter of SRC thereof shall be placed before Board at its meeting to be held on May 5, 2025 for approval)
Meeting of stakeholder relationship committee	62H (5)	
Role of Stakeholders Relationship Committee	62H (1)	
Composition and role of risk management committee	62I (1), 62I (2) and 62I (3)	Yes (Revised scope of work of the Committee in line with Listing Regulations shall be placed before Board at its meeting to be held on May 5, 2025 for approval)
Meeting of Risk Management Committee	62I (4)	Yes
Quorum of Risk Management Committee meeting	62I (5)	Yes
Gap between the meetings of the Risk Management Committee	62I (4)	Yes
Vigil Mechanism	62J	Yes
Policy for related party Transaction	62K (1), 62K (2) and 62K (7)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	62K (3) and 62K (4)	Yes
Approval for material related party transactions	62K (5)	NA
Disclosure of related party transactions on consolidated basis	62K (9)	Yes (Disclosure of related party transactions shall be filed along with financials for the period ended March 31, 2025)
Composition of Board of Directors of unlisted material Subsidiary	62L (1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	62L (2), 62L (3), 62L (4), 62L (5) & 62L (6)	NA
Alternate Director to Independent Director	62N (1)	Yes
Maximum Tenure	62N (2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	62N (3)	Yes
Meeting of independent directors	62N (4)	Yes
Familiarization of independent directors	62N (8)	Yes
Declaration from Independent Director	62N (9)	Yes
Directors and Officers insurance	62N (11)	Yes (Proposal shall be placed before Board at its meeting to be held on May 5, 2025

		for approval)
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	62N (12)	NA
Memberships in Committees	62O (1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	62O (3)	Yes (Code shall be placed before Board at its meeting to be held on May 5, 2025 for approval)
Policy with respect to Obligations of directors and senior management	62O (2) & 62O (4)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	62O (5)	NA
Vacancies in respect Key Managerial Personnel	62P (1) & 62P (2)	NA

Note: *The Company has been identified as High Value Debt listed entity as on March 31, 2025, in terms of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") read with SEBI Notification dated March 27, 2025. Accordingly, the Company is required to ensure compliance with Chapter VA of Listing Regulations from March 31, 2025 onwards.*

The requirements in the above annual affirmations were not applicable to the Company during the financial year ended March 31, 2025 and the Company shall ensure compliance with the High Value Debt (HVD) Compliances, i.e., Chapter VA of Listing Regulations from March 31, 2025 onwards.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: Not Applicable

For Godrej Housing Finance Limited,

SHILPA TRAILOKI KATARE

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Date: 2025.04.18 19:43:57 +05'30'

Shilpa Katare
Company Secretary and Compliance Officer