



GHFL/Comp./2025/103

October 16, 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 September 30, 2025.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For **Godrej Housing Finance Limited**

Shilpa Katare
Company Secretary and Compliance Officer

Encl. as above

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

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

I. Composition of Board of Directors:

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/ 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	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
									[in reference to Regulation 62E (a)]	[in reference to proviso to regulation 62E (a) & 62E (b)]	(Refer Regulation 62O (1) of the LODR Regulations)	(Refer Regulation 62O (1) of the LODR Regulations)
Mr.	Pirojsha Godrej	DIN: 004329 83	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	-	-	20 months	05-01-1962	2	2	4	1
Mrs.	Rosemary Sebastian	DIN: 07938489	Independent Director	28-01-2021	-	-	56 months	05-05-1959	2	2	3	2
Mr.	Saibal Ghosh	DIN: 09766300	Independent Director	17-10-2022	-	-	35 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	-	-	5 months	13-07-1975	1	-	1	-

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 & 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	Non-Executive Director	05-05-2025	-

		Shah			
		3) Mr. Mehernosh Tata	Managing Director & 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 & 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)
May 5, 2025	August 5, 2025	Yes	6	3	91 days (May 5, 2025 to August 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
August 5, 2025	Yes	3	3	May 5, 2025	91 Days (May 5, 2025 to August 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
September 25, 2025	Yes	3	2	May 5, 2025	142 Days (May 5, 2025 to September 25, 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
August 5, 2025	Yes	3	1	May 2, 2025	94 Days (May 2, 2025 to August 5, 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	-

§ 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 Katare
Company Secretary and Compliance Officer

VIII. Additional half yearly disclosures: Half year ending September 30, 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 relatives) or any other entity	N.A.	Nil	Nil

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.

Name: Kunal Karnani
Designation: Chief Financial Officer
Place: Mumbai
Date: October 16, 2025

Name: Shilpa Katare
Designation: Company Secretary & Compliance Officer
Place: Mumbai
Date: October 16, 2025