

## LETTER OF OFFER

### ISSUE OF Commercial Paper (CP) & Non-Convertible Debentures (NCD)

Of original or initial maturity up to one year

#### PART I: Issuer Details

Name and Address of Issuer	GODREJ HOUSING FINANCE LIMITED , Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai, Maharashtra - 400079
Business Segment / Activity	Housing Finance Company
Chief Executive (Managing Director / President / CEO / CFO / Top Most Executive)	Mehernosh Tata
Group Affiliation (If Any)	Godrej Capital Group

#### PART II: Issue Details

ISIN	INE02JD14773
Proposed Date of Issue	25/02/2026
Amount (Rs. in crs)	200
Tenor and Date of Maturity	365 days and 25/02/2027
Proposed to be listed/Unlisted	Proposed to be listed
End Use of CP / NCD proposed (specific details)	For Repayment of Existing Debt and Working Capital Purpose
Market Conventions	FIMMDA Conventions

Credit Rating Details for the Proposed Issue	Credit Rating - 1	Credit Rating - 2
Credit Rating Issuer	ICRA	CRISIL
Rating	A1+	A1+
Date of Rating	02/02/2026	05/02/2026
Validity for Issuance	3 months	60 calendar days
Validity period for rating	1 year	1 year
For Amount (Rs.)	Rs. 2,000 Crores	Rs. 2,000 Crores
Conditions (If Any)	NA	NA
Long term credit rating obtained by the Issuer	CRISIL AA+/Stable	CARE AA+/Stable
Unaccepted Credit Rating assigned to the Issuer	NIL	NIL
Issuing and Paying Agent Details (Name and Address)	ICICI Bank Limited , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI	ICICI Bank Limited , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI

Debenture Trustee Details (Name and Address) (In case of NCD)	N.A.
Credit Enhancement Details (If any)	No
Description of Instrument	N.A.
Amount (Rs. In Lacs)	Rs. N.A. Lacs
In Favor of	N.A.

#### Guarantor Details

Name and Address of the Guarantor	
Net Worth of the Guarantor (Rs. In Lacs)	N.A.
	N.A.

<b>Extent of The Guarantee Offered by the Guarantor for the Issue</b>		
<b>Conditions under which the guarantee will be invoked</b>		N.A.
<b>Trustee Details (Name and Address)</b>		N.A.
<b>Whether guarantor is a group entity</b>		No
<b>If yes,</b>		
<b>Names of Companies to which Guarantor has issued similar guarantees,</b>		
<b>Name</b>	<b>Extent of Guarantee</b>	<b>Conditions Under Which the guarantee will be invoked</b>
N.A.	N.A.	N.A.

**PART III  
Issuer Financial Details**

<b>CP/NCD Borrowing Limit</b>	Rs. 3,000 Crores
<b>Date of Board Resolution</b>	05/05/2025
<b>1. Limit approved by Board</b>	Rs. 3000 Crores
<b>2. Limit as per CRA</b>	Rs. 2000 Crores
<b>3. Limit approved by Regulator concerned (if applicable)</b>	Rs. 0 Crores

**Details of CP/NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)**

ISIN	ISSUE DATE	AMOUNT (in Rs crs)	MATURITY DATE	AMOUNT O/S (in Rs crs)	IPA	CRA	RATING	RATED AMOUNT (in Rs crs)
INE02JD14575	02/12/2024	100	02/12/2025	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14583	07/02/2025	100	09/05/2025	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14591	14/02/2025	100	13/02/2026	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14609	17/02/2025	100	17/02/2026	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14617	25/07/2025	100	24/10/2025	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14625	30/07/2025	200	29/10/2025	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14633	26/08/2025	200	25/11/2025	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14641	23/10/2025	100	22/01/2026	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14658	28/10/2025	100	27/01/2026	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14674	29/10/2025	200	28/01/2026	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14666	30/10/2025	100	29/01/2026	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14682	13/11/2025	100	12/02/2026	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,000

INE02JD14591	14/11/2025	200	13/02/2026	0	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14690	25/11/2025	200	24/02/2026	0	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14708	26/11/2025	150	25/02/2026	150	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14716	22/01/2026	250	13/03/2026	250	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14716	28/01/2026	150	13/03/2026	150	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14724	06/02/2026	75	08/05/2026	75	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14732	09/02/2026	175	11/05/2026	175	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14740	13/02/2026	325	15/05/2026	325	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14757	18/02/2026	250	18/02/2027	250	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14765	24/02/2026	100	24/02/2027	100	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000

**Details of NCD and other Debt Instruments outstanding as on date of Letter of Offer NCD / other Debt Instruments (Including Liabilities not redeemed on due date)**

ISIN	Issue Date	Amount (in Rs Crs)	Maturity Date	Amount o/s (in Rs crs)	IPA	Debenture trustee (in case of NCD)	CRA	Rating	Rated Amount
INE02JD07033	30/07/2024	250	30/11/2027	250	NA	NA	NA	NA	0
INE02JD07041	05/09/2024	210	05/01/2028	210	NA	NA	NA	NA	0
INE02JD07058	19/09/2024	235	18/09/2029	235	NA	NA	NA	NA	0
INE02JD07066	03/03/2025	250	04/03/2030	250	NA	NA	NA	NA	0
INE02JD08015	25/04/2025	100	25/04/2035	100	NA	NA	NA	NA	0

\* Issuer's liability under the CP will continue beyond due date, in case the CP is not redeemed on due date.

**C.Fund-based facilities from banks/Financial institutions, if any**

Name of the bank	Nature of facility	O/S amount/Limit (in Rs crs)	Asset classification
Bank of India	Term Loan	130	Standard
Canara Bank	Term Loan	240	Standard
Central Bank of India	Term Loan	62.50	Standard
DBS Bank India	WCDL	0	Standard
DCB Bank Ltd.	WCDL	0	Standard
Federal Bank	Term Loan	18.13	Standard
HDFC Bank	Term Loan/CC/WCDL	131.97	Standard
ICICI Bank	Term Loan/CC	187.42	Standard
IDBI Bank	Term Loan/WCDL	237.50	Standard
Indian Bank	Term Loan	252.63	Standard
Punjab National Bank	Term Loan	405	Standard
State Bank of India	Term Loan/CC/WCDL	2,655	Standard
Union Bank of India	Term Loan	323.08	Standard
National Housing Bank	Refinance	62.80	Standard

### Shareholding Details of Promoters / Details of Share Pledged

#### A. Shareholding Details Of Promoters

Sl. No.	Name and Category Of Shareholding	Total No. of equity shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares
1	Godrej Capital Limited <b>Category : Domestic Company</b>	350932160	350932160	100.00
2	Mr. Adi Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
3	Mr. Nadir Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
4	Ms. Tanya Dubash (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
5	Ms. Nisaba Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
6	Mr. Pirojsha Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
7	Mr. Burjis Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00

#### B. Details Of Shares Pledged

Nil

### Financial Summary (in Rs. crs) (Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Particulars	Current Year	Year 1	Year 2	Year 3
As On	30-09-2025	31-03-2025	31-03-2024	31-03-2023
Equity	0	350.93	341.82	310.25
Net worth	0	1,003.86	900.82	675.67
Investment in Subsidiaries / Affiliates	0	0	0	0
Total debt Outstanding	0	6,595.56	4,818.70	3,767.48
Short Term	0	1,545.81	1,499.65	613.33
Other Debt	0	5,049.75	3,319.05	3,154.15
Gross Income	0	633.16	490.63	279.68
Operating Profit (PBITD)	0	533.07	418.66	216.19
Gross Profit (PBSD)	0	70.10	93.09	50.06
Net Profit (Post Tax)	0	50.92	80.12	38.02
Audit Qualification (If Any)	NIL	NIL	NIL	NIL

Note: If the issuer has not been in existence for three years, the information of the issuer for the period such information is available shall be disclosed.

### Details of Statutory Auditor and Changes in the Last Three Financial Years

#### A. Details of Statutory Auditor

Name and Address	Date of Appointment	Remarks
D. Kothary & Co. Chartered Accountants <b>Address : 102 - Ameya House, Next to Azad Nagar Metro Station, Above Standard Chartered Bank, Andheri(W), Mumbai - 400058</b>	22/05/2023	N.A

#### B. Details Of Changes in the Last Three Financial Years

Name and Address	Date of Appointment /	Date of Cessation (In case	Remarks (viz. reasons
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	Resignation	of resignation)	fro change etc)
M/s Kalyaniwalla & Mistry LLP Chartered Accountants Address : 2nd Floor, Esplanade House, 29, Hazarimal Somani Road, Fort, Mumbai - 400001	27/09/2019	22/05/2023	N.A

**Details of default in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year.**

-NIL

**Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision**

(All ongoing and outstanding material litigation irrespective of age to be reported)

Material Litigation, if any :	NIL
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(Regulatory strictures issued during the past five Financial Years to reported. Also, any regulatory structure which continue to be applicable is to be disclosed)

Regulatory Strictures, if any :	FY 2024:25 During the financial year under review, a penalty of Rs. 5 lakhs were levied on the Company by RBI for inspection carried out for financial year 2021-22. The Company has paid the penalty amount and taken necessary steps to ensure compliance with recommendations received from RBI. FY 2023-24 During the financial year under review, no penalty or fine was levied on the Company except fine of Rs. 11,800/- levied by National Stock Exchange of India Limited for delay in filing of compliance with respect to Regulation 60(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Company has paid the fine and put necessary checks and controls in place to ensure timely submission.
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**An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:**

Category	Up to 30/31 Days	1 month - 2 months	2 months - 3 months	3 months - 6 months	6 months - 1 year	1 year - 3 years	3 years - 5 years	5 years	Total
Deposit	0	0	0	0	0	0	0	0	0
Advances	510625000	99902000	102470000	315663000	678813000	3540466000	4543673000	54649839000	64441451000
Investments	2842359000	645838000	632952000	1849018000	352118000	4498066000	307673000	542138000	11670162000
Borrowings	6810463000	8710079000	5823598000	2900825000	5489631000	24864167000	14910493000	1942346000	71451602000
Foreign Currency Assets (FCA)	0	0	0	0	0	0	0	0	0
Foreign Currency Liabilities (FCL)	0	0	0	0	0	0	0	0	0

For GODREJ HOUSING FINANCE LIMITED

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Mayank Goel

Head-Treasury

Authorised Signatory

Date: 24/02/2026

Original / authenticated copy of any document related to above information will be made available to the investors on request.