



GFL/Comp./2025/008

January 20, 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 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance of the Company for the quarter ended December 31, 2024.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For **Godrej Finance Limited**

Chunni Singh
Company Secretary and Compliance Officer

Encl. as above

Format for Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of Listed Entity: **Godrej Finance Limited**
2. Quarter ending: **December 31, 2024**

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 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	Pirojsha Godrej	DIN: 00432983	Non-Executive Director-Chairperson	25-08-2021	-	-	N.A.	27-10-1980	4	-	2	1

Mr.	Hemant Adarkar	DIN: 03127893	Independent Director	27-10-2022	-	-	23 Months	05-01-1962	-	-	1	-
Ms.	Anisha Motwani	DIN: 06943493	Independent Director	09-01-2023	-	-	21 Months	21-06-1963	7	7	7	1
Mr.	Manish Shah	DIN: 06422627	Non-Executive Director	25-08-2021	-	-	N.A.	26-06-1974	-	-	-	-

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) Ms. Anisha Motwani	Chairperson - Independent Director	09-01-2023	-
		2) Mr. Hemant Adarkar	Independent Director	09-01-2023	-
		3) Mr. Manish Shah	Non-Executive Director	09-01-2023	-

2. Nomination & Remuneration Committee	Yes	1) Mr. Hemant Adarkar	Chairperson - Independent Director	09-01-2023	-
		2) Ms. Anisha Motwani	Independent Director	09-01-2023	-
		3) Mr. Manish Shah	Non-Executive Director	09-01-2023	-
3. Risk Management Committee	Yes	1) Ms. Anisha Motwani	Chairperson - Independent Director	09-01-2023	-
		2) Mr. Manish Shah	Non-Executive Director	27-10-2022	-
		3) Ms. Shalinee Mimani	Chief Risk Officer	27-10-2022	-
4. Stakeholders Relationship Committee*	Yes	1) Mr. Hemant Adarkar	Chairperson - Independent Director	02-08-2024	-
		2) Mr. Pirojsha Godrej	Non-Executive Director	02-08-2024	-
		3) Mr. Manish Shah	Non-Executive Director	02-08-2024	-
5. Corporate Social Responsibility Committee*	Yes	1) Ms. Anisha Motwani	Chairperson - Independent Director	02-08-2024	-
		2) Mr. Hemant Adarkar	Independent Director	02-08-2024	-
		3) Mr. Manish Shah	Non-Executive Director	02-08-2024	-

*Committee was constituted with effect from August 2, 2024 and shall hold its meeting within prescribed timeline.

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)
August 2, 2024	October 22, 2024	Yes	4	2	80 days (August 2, 2024 to October 22, 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
October 22, 2024	Yes	3	2	August 2, 2024	80 days (August 2, 2024 to October 22, 2024)
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
-	-	-	-	-	-
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
October 21, 2024	Yes	2	1	July 26, 2024	86 Days (July 26, 2024 to October 21, 2024)
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
-	-	-	-	-	-

§Committee was constituted with effect from August 2, 2024 and shall hold its meeting within prescribed timeline.

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 27(2) (ba) 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 Finance Limited,



Channi Singh
Company Secretary and Compliance Officer

