



GFL/Comp./2025/092

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 Finance Limited**

**Chunni Singh**  
**Company Secretary and Compliance Officer**

**Encl. as above**

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

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

### I. Composition of Board of Directors:

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairpersons /Executive/Non- Executive/in dependent/ Nominee)	Initial date of appointment	Date of re-appoint ment	Date of cessatio e	Tenur e	Date of Birth	No. of Directors hip in listed entities including this listed entity	No. of Independ ent Directorshi p in listed entities including this listed entity	Number of membershi ps in Audit/ Stakeholde r 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 Regulatio n 62E (a)]	[in reference to provis o to regulation 62E (a) & 62E (b)]	(Refer Regulati on 62O (1) of the LODR Regulation s)	(Refer Regulation 62O (1) of the LODR Regulation s)
Mr.	Pirojsha Godrej	DIN: 0043298 3	Non- Executive Director- Chairperson	25-08- 2021	-	-	N.A.	27-10- 1980	6	-	3	1

Mr.	Hemant Adarkar	DIN: 03127893	Independent Director	27-10-2022	-	-	32 Months	05-01-1962	2	2	4	1
Ms.	Anisha Motwani	DIN: 06943493	Independent Director	09-01-2023	-	-	30 Months	21-06-1963	7	7	7	2
Mr.	Manish Shah	DIN: 06422627	Non-Executive Director	25-08-2021	-	-	N.A.	26-06-1974	2	-	3	-
Mr.	*Pankaj Gupta	DIN: 10891578	Managing Director and Chief Executive Officer	05-05-2025	-	-	2 Months	09-06-1981	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:

<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/&amp; Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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) Mr. Pankaj Gupta	Managing Director and Chief Executive Officer	05-05-2025	-
4. Stakeholders Relationship Committee	Yes	1) Mr. Hemant Adarkar	Chairperson - Independent Director	02-08-2024	-
		2) Mr. Pirojsha Godrej	Non-Executive Chairperson	02-08-2024	-
		3) Mr. Manish Shah	Non-Executive Director	02-08-2024	-
		4) Mr. Pankaj Gupta	Managing Director and Chief Executive Officer	05-05-2025	-
5. Corporate Social Responsibility Committee	Yes	1) Ms. Anisha	Chairperson -	02-08-2024	-

		Motwani	Independent Director		
		2) Mr. Hemant Adarkar	Independent Director	02-08-2024	
		3) Mr. Manish Shah	Non-Executive Director	02-08-2024	-
		4) Mr. Pankaj Gupta	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	4	2	95 days (January 29, 2025 to May 5, 2025)

### IV. Meeting of Committees:

<b>Audit Committee</b>					
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	March 4, 2025	61 days (March 4, 2025 to May 5, 2025)
-	-	-	-	January 29, 2025	-
<b>Nomination &amp; Remuneration Committee</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the	Maximum gap between any two consecutive meetings in number of days

	<b>(details)</b>			<b>previous quarter</b>	
May 5, 2025	Yes	3	2	January 29, 2025	95 days (January 29, 2025 to May 5, 2025)
<b>Risk Management Committee</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of quorum met (details)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
May 2, 2025	Yes	2	1	January 29, 2025	92 days (January 29, 2025 to May 2, 2025)
<b>Stakeholders Relationship Committee</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of quorum met (details)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
-	-	-	-	January 29, 2025	-
<b>Corporate Social Responsibility Committee<sup>§</sup></b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of quorum met (details)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
-	-	-	-	-	-
<i>§Committee was constituted with effect from August 2, 2024 and will conduct its meeting within the prescribed timelines.</i>					

<b>V. Related Party Transactions:</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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
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<b>VI. Details of Cyber Security Incidence:</b>			
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 Finance Limited,**

**Chunni Singh**  
**Company Secretary and Compliance Officer**