



GFL/Comp./2025/133

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 Finance Limited**

Chunni Singh
Company Secretary and Compliance Officer

Encl. as above

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

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

I. Composition of Board of Directors:

Title (Mr./Ms .)	Name of the Director	PAN & DIN	Categ ory (Chai rpers on /Executi ve/Non- Executi ve/in depend ent/ Nomine e)	Initial date of appointm ent	Date of re- appoin tment	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	-	-	35 Months	05-01-1962	2	2	4	1
Ms.	Anisha Motwani	DIN: 06943493	Independent Director	09-01-2023	-	-	33 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	-	-	5 Months	09-06-1981	1	-	1	-
Mr.	*Ravi Iyer	DIN: 07664126	Independent Director	09-07-2025	-	-	3 Months	07-05-1963	1	1	1	-

*Appointed as an Independent Director with effect from July 9, 2025

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. Ravi Iyer	Independent Director	09-07-2025	-
		3) Mr. Hemant Adarkar	Independent Director	09-01-2023	-
		4) 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. Ravi Iyer	Independent Director	09-07-2025	-
		4) 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. Ravi Iyer	Independent Director	09-07-2025	-
		3) Mr. Manish Shah	Non-Executive Director	27-10-2022	-
		4) Mr. Pankaj Gupta	Managing Director and Chief Executive Officer	05-05-2025	-
		5) Ms. Shalinee Mimani	Chief Risk Officer	27-10-2022	-
4. Stakeholders Relationship Committee	Yes	1) Mr. Hemant	Chairperson -	02-08-2024	-

		Adarkar	Independent Director		
		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 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	-
		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)
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	4	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 26, 2025	Yes	4	3	May 5, 2025	143 days (May 5, 2025 to September 26, 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	4	2	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
-	-	-	-	-	-
<i>^{\$}Committee was constituted with effect from August 2, 2024 and will conduct its meeting within the prescribed timelines.</i>					

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 Finance Limited,

Chunni Singh
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	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.

Name: Naveen Devpura
Designation: Chief Financial Officer
Place: Mumbai
Date: October 16, 2025

Name: Chunni Singh
Designation: Company Secretary & Compliance Officer
Place: Mumbai
Date: October 16, 2025