

## Notice to the Members of Godrej Housing Finance Limited

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Godrej Housing Finance Limited (“the Company”), is scheduled to be held on Wednesday, December 10, 2025, at 11:00 a.m., at a shorter notice, at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 to transact the following business:

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### SPECIAL BUSINESS:

1. **Re-appointment of Mrs. Rosemary Sebastian (DIN: 07938489) as an Independent Director of the Company.**

To consider and, if deemed fit, to pass with or without modification(s) the following Resolution as **Special Resolution**:

“**RESOLVED THAT** as per the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, Schedule IV of the Act, Regulation 62B, 62D and 62N of Chapter VA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, Insurance Regulatory and Development Authority of India (Registration of Corporate Agent) Regulations, 2015 and all other applicable provisions and regulations, as amended and any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), and in accordance with recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors respectively, consent of the Members be and is hereby accorded for re-appointment of Mrs. Rosemary Sebastian (DIN: 07938489) as an Independent Director the Company for a second term of 5(five) consecutive years w.e.f. January 28, 2026 to January 27, 2031.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and / or Chief Financial Officer and / or Company Secretary, be and are hereby severally authorised to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that

may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

**Place:** Mumbai  
**Date:** November 4, 2025

**By Order of the Board of Directors  
For Godrej Housing Finance Limited**

  
**Shilpa Katare**  
**Company Secretary**  
**Membership No.: A65863**



**Registered Office:**  
Godrej One,  
Pirojshanagar, Eastern  
Express Highway,  
Vikhroli (East),  
Mumbai 400 079.

**CIN: U65100MH2018PLC315359**  
**Tel No.: 022-68815555**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office/Corporate Office of the Company not less than FORTY-EIGHT HOURS before the EGM.
2. Members who are body corporate(s) intending to appoint their authorized representative(s) to attend the EGM are requested to send to the Company, a certified copy of the resolution of its Board of Directors / other governing body authorizing their representative(s) to attend and vote on their behalf at the EGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act")
3. Consent of the Members is being obtained for convening meeting at shorter notice.
4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the EGM and are requested to write their Client ID and DP ID in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting area.
5. In case of joint holders attending the EGM, if any, only such joint holder who is higher in the order of names will be entitled to vote.
6. Route map for reaching the EGM Venue is enclosed herewith.
7. An Explanatory Statement as required under section 102(1) of the Act and under other provisions and rules as may be applicable setting out material facts in respect of special business as set out in the Notice is annexed hereto.
8. The Registrar and Share Transfer Agents of the Company are Kfin Technologies Limited having their office at 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra, India, 400070, Tel. No.: 022 4617 0911, Email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
9. The Notice of EGM is available on the website of the Company at <https://www.godrejhf.com/ghf/information-and-policies>.
10. Relevant documents referred to in the EGM Notice will be kept open for inspection for the Members from the date of dispatch of the Notice up to and including the date of the EGM at the EGM venue. The documents can be inspected at the registered office of the Company on any working day, between 10:00 a.m. (IST) to 1:00 p.m. (IST).
11. Additional information of a director seeking re-appointment at the EGM, as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") is annexed to the Notice.
12. Proxies register shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.30 a.m. and 6.00 p.m. from

the date of dispatch of the Notice till the date of the meeting.

13. The Resolution shall be deemed to be passed on the date of the EGM i.e., Wednesday, December 10, 2025 subject to receipt of the requisite number of votes in favor of the respective Resolution.
14. Manner of Voting during the EGM shall be through show of hands, unless a poll is demanded.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item no. 1**

The Members at the 3<sup>rd</sup> (Third) Annual General Meeting of the Company held on June 17, 2021, had approved appointment of Mrs. Rosemary Sebastian (DIN: 07938489) as an Independent Director of the Company w.e.f. January 28, 2021, for a period of 5 (Five) consecutive years. Her first tenure of 5 years shall expire on January 27, 2026.

As per Section 149 of the Companies Act, 2013 ("The Act") an Independent Director is eligible for re-appointment for another term of upto 5 consecutive years subject to special resolution passed by company and disclosure of such appointment in the Board's report. Further in terms of Regulation 62D of Chapter VA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Members may note that based on the positive outcome of performance evaluation and considering the valuable guidance, independent judgement, strategic insights and significant contributions by Mrs. Rosemary Sebastian to the discussions of the Board and the Committees of which she is a member, which in turn enhanced the value of such discussions, the Board of Directors at their meeting held on November 4, 2025, based on the recommendation of the Nomination and Remuneration Committee have approved re-appointment of Mrs. Rosemary Sebastian (DIN: 07938489) as an Independent Director for a second term of 5(five) consecutive years w.e.f. January 28, 2026 to January 27, 2031 subject to approval of the Members of the Company at the Extra-Ordinary General Meeting ("EGM").

Thus, approval of members is being sought for re-appointment of Mrs. Rosemary Sebastian as an Independent Director of the Company for the aforesaid tenure.

Mrs. Rosemary Sebastian is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding office of Director by virtue of any order from SEBI or any such authority and has given her consent to for re-appointment as Independent Director of the Company.

The Company has also received a declaration from her that she meets the criteria of independence as prescribed under section 149(6) of the Act and Regulation 62B of Chapter VA of the Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and confirmed that Mrs. Rosemary Sebastian meets the Fit & Proper person criteria as prescribed by RBI.

The Board has taken on record the declarations submitted by her and is of the opinion that she is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for re-appointment as an Independent Director as specified in the Act and Listing

Regulations.

Considering the rich and vast experience of Mrs. Rosemary Sebastian (detailed in Annexure I), your Board believes that her re-appointment as an Independent Director on the Board of the Company will be in the benefit of the Company.

The relevant documents with respect to the aforesaid matter will be available for inspection by the Members at the Registered office of the Company during its business hours on all working days.

Except Mrs. Rosemary Sebastian, being the appointee, none of the Directors or Key Managerial Personnel or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 1 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

**Place:** Mumbai  
**Date:** November 4, 2025

**By Order of the Board of Directors  
For Godrej Housing Finance Limited**



**Shilpa Katare  
Company Secretary  
Membership No.: A65863**



### Annexure I

**Additional information of a director seeking re-appointment at this EGM in pursuance of SS-2:**

<b>Name of Director</b>	<b>Mrs. Rosemary Sebastian</b>
<b>Director Identification Number (DIN)</b>	07938489
<b>Nationality</b>	Indian
<b>Date of Birth / (Age)</b>	05-05-1959 (66 years)
<b>Date of first appointment on the Board</b>	January 28, 2021
<b>Qualification</b>	M. A. (Osmania University) L.L.B. (Mumbai University) C.A.I.I.B. (Indian Institute of Banking and Finance)
<b>Experience / Brief Profile / nature of expertise in specific functional areas</b>	Mrs. Rosemary Sebastian is a former career central banker with a professional track record spanning 40 years. She served as the Executive Director of the Reserve Bank of India in charge of its financial supervision function (NBFCs & Cooperative banks). Her areas of expertise are central banking, regulation and supervision of banking and non-banking entities, financial inclusion, consumer protection, public debt management and internal audit among others. She was associated with the work and recommendations of important committees of the Reserve Bank. She was a Member of the Board of Supervision of NABARD and the Reserve Bank's Nominee Director on the Board of a large public-sector bank. She is a post graduate from Osmania University and has a degree in law from Mumbai University.
<b>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</b>	➤ NIIF Infrastructure Finance Limited
<b>Chairmanships/ Memberships of Committees in other companies*</b>	<b>NIIF Infrastructure Finance Limited</b> 1. Audit Committee – Member 2. Nomination & Remuneration Committee - Member 3. Corporate Social Responsibility Committee – Member
<b>Shareholding in the Company</b>	-
<b>Number of Board Meetings attended during the year (2025-26)</b>	3
<b>Relationship with other Directors / Manager / Key</b>	None

<b>Managerial Personnel</b>	
<b>Details of remuneration sought to be paid and the remuneration last drawn</b>	Sitting fees as approved by the Board for attending the Board and Committee Meetings.
<b>Terms and conditions of appointment/re-appointment</b>	Independent Director re-appointed for a second term of 5 (Five) consecutive years, w.e.f. January 28, 2026 and not liable to retire by rotation.

*\*Only statutory committees required to be constituted under the Companies Act, 2013 have been considered.*

Place: Mumbai  
Date: November 4, 2025

**By Order of the Board of Directors  
For Godrej Housing Finance Limited**



**Shilpa Katare  
Company Secretary  
Membership No.: A65863**



**Form no. MGT-11**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

**CIN:** U65100MH2018PLC315359

**Name of the Company:** Godrej Housing Finance Limited

**Registered Office:** Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East)  
Mumbai – 400 079

Name of the member (s):	
Address:	
E-mail ID:	
DP ID:	
Client ID/Folio No.:	

I/we, being the member (s) holding \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the members of Godrej Housing Finance Limited to be held on Wednesday, December 10, 2025, at 11:00 a.m. at the Registered Office of the Company and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Type of resolution (Ordinary / Special)
1.	Re-appointment of Mrs. Rosemary Sebastian (DIN: 07938489) as an Independent Director of the Company.	Special

Affix Re. 1/- revenue stamp
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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

Signature of shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

### ATTENDANCE SLIP

Name of the member( s):	
Name of the Proxy:	
Folio No./ *DP ID and Client ID:	
No. of Equity shares	

*\*Applicable for investors holding shares in electronic form*

I/We hereby record my/our presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Members of the Company on Wednesday, December 10, 2025, at 11:00 a.m. at the Registered Office of the company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

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Member's / Proxy's Signature  
(To be signed at the time of handing over this slip)

- Notes.** 1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.  
2. Joint shareholders may obtain an additional attendance slip at the venue of the meeting.

# ROUTE MAP FOR EGM VENUE

