



# 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

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

### PART II: Issue Details

<b>ISIN</b>	INE02JD14716
<b>Proposed Date of Issue</b>	28/01/2026
<b>Amount (Rs. in crs)</b>	150
<b>Tenor and Date of Maturity</b>	44 days and 13/03/2026
<b>Proposed to be listed/Unlisted</b>	Proposed to be listed
<b>End Use of CP / NCD proposed (specific details)</b>	For Repayment of Existing Debt & Working Capital Purpose
<b>Market Conventions</b>	FIMMDA Conventions

<b>Credit Rating Details for the Proposed Issue</b>	<b>Credit Rating - 1</b>	<b>Credit Rating - 2</b>
<b>Credit Rating Issuer</b>	ICRA	CRISIL
<b>Rating</b>	A1+	A1+
<b>Date of Rating</b>	07/11/2025	12/12/2025
<b>Validity for Issuance</b>	3 months	60 calendar days
<b>Validity period for rating</b>	1 year	1 year
<b>For Amount (Rs.)</b>	Rs. 2,000 Crores	Rs. 2,000 Crores
<b>Conditions (If Any)</b>	NA	NA
<b>Long term credit rating obtained by the Issuer</b>	CRISIL AA+/Stable	CARE AA+/Stable
<b>Unaccepted Credit Rating</b>	NIL	NIL

assigned to the Issuer		
<b>Issuing and Paying Agent Details (Name and Address)</b>	ICICI Bank Limited , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI	ICICI Bank Limited , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI

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

### Guarantor Details

<b>Name and Address of the Guarantor</b>		
<b>Net Worth of the Guarantor (Rs. In Lacs)</b>	N.A.	
<b>Extent of The Guarantee Offered by the Guarantor for the Issue</b>	N.A.	
<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)

		AMOUNT		AMOUNT				RATED
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ISIN	ISSUE DATE	(in Rs crs)	MATURITY DATE	O/S (in Rs crs)	IPA	CRA	RATING	AMOUNT (in Rs crs)
INE02JD14567	07/11/2024	150	06/02/2025	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14492	08/11/2024	100	07/02/2025	0	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
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	100	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
INE02JD14609	17/02/2025	100	17/02/2026	100	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	200	ICICI Bank Ltd.	CRISIL Rating Ltd./ICRA Ltd.	CRISIL A1+/ICRA A1+	2,000
					ICICI	CRISIL Rating	CRISIL	

INE02JD14666	30/10/2025	100	29/01/2026	100	Bank Ltd	Kaung Ltd./ICRA Ltd.	A1+/ICRA A1+	2,000
INE02JD14682	13/11/2025	100	12/02/2026	100	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14591	14/11/2025	200	13/02/2026	200	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,000
INE02JD14690	25/11/2025	200	24/02/2026	200	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

**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	140	Standard
Canara Bank	Term Loan	450	Standard
Central Bank of India	Term Loan	66.67	Standard
The Federal Bank Ltd.	Term Loan	21.88	Standard
HDFC Bank Ltd.	Term Loan/CC/ WCDL	152.37	Standard
IDBI Bank	Term Loan/ WCDL	253.12	Standard
Indian Bank	Term Loan	268.42	Standard

National Housing Bank	Refinance	64.77	Standard
Punjab National Bank	Term Loan	270.00	Standard
State Bank of India	Term Loan/CC/ WCDL	2,670	Standard
Union Bank of India	Term Loan	330.77	Standard
ICICI Bank Ltd.	Term Loan/WCDL	193.23	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</b> : Domestic Company	350932160	350932160	100.00
2	Mr. Adi Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
3	Mr. Nadir Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
4	Ms. Tanya Dubash (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
5	Ms. Nisaba Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
6	Mr. Pirojsha Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
7	Mr. Burjis Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	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</b> : 102 - Ameya House, Next to Azad Nagar Metro Station, Above Standard Chartered Bank, Andheri(W), Mumbai - 400058	22/05/2023	N.A

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

Name and Address	Date of Appointment / Resignation	Date of Cessation (In case of resignation)	Remarks (viz. reasons for change etc)
M/s Kalyaniwalla & Mistry LLP Chartered Accountants <b>Address</b> : 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)

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
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Regulatory Strictures, if any :	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:**

Nil

**For GODREJ HOUSING FINANCE LIMITED**



Mayank Goel

Head-Treasury

**Authorised Signatory**

Date: 27/01/2026

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