

Date: July 8, 2026

To,
The Manager – Listing Dept.,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G. Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051

Ref: Regulation 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

Sub Scheme of Amalgamation of Godrej Finance Limited ("Company" or "Transferor Company") with Godrej Capital Limited ("Transferee Company") and their respective shareholders under Section 233 and other applicable provisions of the Companies Act, 2013 ("Scheme")

It is hereby certified that the scheme of arrangement involving Godrej Finance Limited and Godrej Capital Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sr. No	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	Complied
2.	Submission of Valuation Report	Yes	Complied. A copy of fair exchange ratio report dated June 30, 2026, issued by D & P Advisory, registered valuer is being submitted along with this application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

A Godrej Capital Company

Godrej Finance Limited | Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway,

/ikhroli (East), Mumbai - 400079, Maharashtra | CIN - U67120MH1992PLC065457 | Website: www.godrejfinance.com

| Tel - 022-68815555 | Email ID: gfl.secretarial@godrejfinance.com | Fax: 022-25195128

			Regulations")
3.	Submission of Fairness opinion	Yes	Complied. A copy of fairness opinion report dated June 30, 2026, issued by Expert Global Consultants Private Limited, is being submitted along with this application under Regulation 59A of the Listing Regulations
4.	Submission of documents to Stock Exchange(s)	Yes	Complied
5.	Disclosures in the Scheme of Arrangement	Yes	Complied
6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	Yes	The Company will comply with the requirements of e-voting, as applicable.
7.	Grievance redress/ Report on Complaints/ Comments	Yes	The Company will submit the report on complaints as per the prescribed timelines
8.	Conditions for schemes of arrangement involving unlisted entities	Yes	Complied. The Company undertakes to comply with applicable provisions of SEBI Master Circular No. SEBI/HO/DDHS/DDHS_PoD-1/P/CIR/2025/0000000103 dated July 11, 2025
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	Complied. A copy of the certificate dated July 3, 2026 issued by M/s Batliboi & Purohit, statutory auditors of the Company certifying the payment/ repayment capability of the Transferee Company against the outstanding listed non-convertible debentures issued by the Company and compliance

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			with Accounting Standards, is being submitted along with this application filed under Regulation 59A of the Listing Regulations.
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Chunni Singh
Company Secretary
Mem No. - A41074



Pankaj Gupta
MD & CEO
DIN: 10891578

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Godrej Finance Limited and Godrej Capital Limited are in compliance with all the Accounting Standards applicable to a listed entity.



Naveen Devpura
Chief Financial Officer



Pankaj Gupta
MD & CEO
DIN: 10891578

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