

Notice to the Members of Godrej Finance Limited

NOTICE is hereby given that the 35th (Thirty - Fifth) Annual General Meeting (“AGM”) of the Members of Godrej Finance Limited (“the Company”), is scheduled to be held on Friday, May 29, 2026, at 11.30 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:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Report(s) of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.
3. To appoint Joint Statutory Auditor and fix their remuneration:

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) as amended, read with the Companies (Audit and Auditors) Rules, 2014, as amended, the Rules made thereunder and Para 4.1 of RBI guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 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 Audit Committee and Board of Directors, respectively, M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048), who being eligible for appointment as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and are hereby appointed as the Joint Statutory Auditor of the Company to hold office for a term of 3 (three) years commencing from the conclusion of this Annual General Meeting (“AGM”) being the 35th (Thirty-Fifth) AGM until the conclusion of the 38th (Thirty-Eighth) AGM of the Company, to be held in the year 2029, at such remuneration as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company.”

SPECIAL BUSINESS:**4. Appointment of M/s Rathi & Associates, Company Secretaries as the Secretarial Auditor of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and Regulation 24A and 62M of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, and other applicable provisions and regulations and any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and pursuant to recommendation and approval of Audit Committee and Board of Directors, respectively, M/s Rathi & Associates, Company Secretaries (Membership No.: 8568; Certificate of Practice No.: 10286; Peer Reviewed Firm Registration No. 6391/2025), who being eligible for appointment as Secretarial Auditor, be and are hereby appointed as Secretarial Auditor of the Company to hold office for a term of 5 (Five) consecutive years commencing from FY 2026-27 to FY 2030-31, at such remuneration as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Approval for remuneration payable to Mr. Pankaj Gupta (DIN: 10891578) as the Managing Director & Chief Executive Officer of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014, applicable regulations, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions and regulations, if any, 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 Board of Directors, respectively, consent of the Members be and is hereby accorded for remuneration not exceeding Rs. 4.45 Crores (Rupees Four crores Forty-Five lakhs only) to be paid to Mr. Pankaj Gupta (DIN: 10891578), Managing Director & Chief Executive Officer of the Company for the period from April 1, 2026 to March 31, 2027.

RESOLVED FURTHER THAT other terms and conditions of appointment of Mr. Pankaj Gupta (DIN: 10891578) as Managing Director & Chief Executive Officer as approved earlier by the Members of the Company shall remain unchanged.

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 and / or Chief Compliance Officer, 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.”

6. Approval for payment of remuneration to Non-Executive Independent Director(s):

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 62D and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and on recommendation and approval of Nomination and Remuneration Committee and Board of Directors, respectively, consent of the Members be and is hereby accorded for payment of commission of Rs. 4 lakhs (Rupees Four Lakhs only) to Ms. Anisha Motwani, Independent Director of the Company for FY 2025-26.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or Chief Financial Officer and / or Chief Compliance Officer and / or Company Secretary of the Company 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.”

7. Increase in the Borrowing limits of the Company:

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

“**RESOLVED THAT** in supersession to all the earlier resolutions passed in this regard and pursuant to provisions of Sections 179, 180(1)(c) and other applicable provisions of the Companies Act, 2013, as amended, read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), directions/notifications/circulars prescribed by the Reserve Bank of India and such other rules, regulations, guidelines, directions, notifications and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Borrowing & Investment Committee or Asset Liability Management Committee or person(s)/committee(s) thereof, authorised to exercise the powers conferred on the Board by this resolution), to borrow such sums of money (including by way of debt issuance of Tier II capital, perpetual bond, secured or unsecured, term loan(s)/ guarantee(s)/lines of credit/inter corporate deposit(s)/convertible or non-convertible instrument(s) or securities/commercial paper(s)/working capital facilities and/or in any other form from time to time as may be required for the purpose of business of the Company), in excess of the aggregate of paid up share capital of the Company, free reserves, that is to say, reserves not set apart for any specific purpose, and securities premium account subject to the condition that the total amount of such borrowing(s) outstanding at any given point of time together with the money already borrowed (apart from temporary loans obtained by the Company from its Bankers/ other entities in ordinary course of business) shall not at any time exceed the limit of Rs. 30,000 Crores (Rupees Thirty Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or Chief Financial Officer and / or Chief Compliance Officer and / or Company Secretary of the Company 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.”

8. Authorizing the Board to mortgage/create charge on the assets:

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

“**RESOLVED THAT** in supersession to all the earlier resolutions passed in this regard and pursuant to provisions of Section 179, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), as amended, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), directions/notifications/circulars prescribed by the Reserve Bank of India, and such other rules, regulations, guidelines, directions, notifications and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Borrowing & Investment Committee or Asset Liability Management Committee constituted by the Board or person(s)/ committee(s) authorised to exercise the powers conferred on the Board by this resolution), to create such charges, mortgages, hypothecations, security etc. on both present and future movable and immovable properties, of the Company, in favour of lenders/banks/financial institutions/ debenture trustee etc. for availing various credit facility(ies), as may be required, from time to time, in such a way that the total charges, mortgages, hypothecations, security etc. together with charges, mortgages, hypothecations, security etc. already created on both present and future movable and immovable properties, of the Company do not exceed a sum of Rs. 30,000 Crores (Rupees Thirty Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or Chief Financial Officer and / or Chief Compliance Officer and / or Company Secretary of the Company 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.”

9. Issuance of Non-Convertible Debentures under Private Placement Basis:

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 42, 71, 179, 180(1)(c) and other applicable provisions of the Companies Act, 2013 (“the Act”) as amended, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 read with directions/notifications/circulars prescribed by the Reserve Bank of India, and such other rules,

regulations, guidelines, directions, notifications and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Borrowing & Investment Committee constituted by the Board or person(s)/committee(s) authorised to exercise the powers conferred on the Board by this resolution), to create/offer/issue/allot up to such number of Non-Convertible Debentures ("NCDs"), under private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security, such that the aggregate principal amount of such NCDs does not exceed Rs. 7,500 Crores (Rupees Seven Thousand Five Hundred Crores only), during the period of one year from the date of approval of the Members for issue of NCDs under private placement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or Chief Financial Officer and / or Chief Compliance Officer and / or Company Secretary of the Company 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."

10. Approval for alteration in main object clause in the Memorandum of Association of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Rules framed there under, and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, approval of the Members, be and is hereby accorded for alteration of the main object clause of the Memorandum of Association of the Company by inserting an additional object clause 2A as below:

"To carry on factoring business (with or without recourse), whether receivables factoring as well as reverse factoring including acquiring receivables by way of assignment, whether by way of making loans or advances or otherwise, against such assignment, to act as financier of trade receivables including through a Trade Receivables Discounting System or through any other platform or otherwise as company may deem fit, and to discount invoices and/or bills of exchange."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or the Chief Financial Officer be and are hereby severally authorized to make necessary changes in the main object clause of the Memorandum of Association of the Company, 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.

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Directors of the Company, Chief Financial Officer, Company Secretary and/or Chief



Compliance Officer of the Company, be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

Place: Mumbai
Date: May 5, 2026

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

**SD/-
Chunni Singh
Company Secretary
Membership No. A41074**

Registered Office:

Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai 400 079.
CIN: U67120MH1992PLC065457
Tel No.: 022-6881555

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, proxy form must be received at the Registered Office/Corporate Office of the Company not less than FORTY-EIGHT HOURS before the AGM.
2. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, Members would be entitled to inspect the proxy forms lodged at any time during the business hours of the Company, provided a written notice is given to the Company.
3. Members who are body corporate(s) intending to appoint their authorized representative(s) to attend the AGM 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 AGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act").
4. The Meeting will be convened at shorter notice, after obtaining the consent of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Act.
5. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the AGM 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.
6. In case of joint holders attending the AGM, if any, only such joint holder who is higher in the order of names will be entitled to vote.
7. Route map for reaching the AGM Venue is enclosed herewith.
8. 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.
9. The Registrar and Share Transfer Agents of the Company is 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.
10. The Notice of AGM is available on the website of the Company at <https://www.godreifinance.com/gf/information-and-policies>.
11. Relevant documents referred to in the AGM 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 AGM at the AGM 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).
12. Additional information of a director seeking appointment/re-appointment at the ensuing AGM, 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.
13. The Resolutions shall be deemed to be passed on the date of the AGM i.e., on Friday, May 29, 2026 subject to receipt of the requisite number of votes in favor of the respective Resolution.
14. Manner of Voting during the AGM shall be through show of hands, unless a poll is demanded.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**Item No. 4**

Pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and Regulation 62M and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed Company is required to annex with its Board's Report, a Secretarial Audit Report issued by a Practising Company Secretary.

As per Regulation 24A of Listing Regulations, as amended from time to time, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. Further, the listed entity based on the recommendation of Board of Directors, shall appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive terms, with the approval of its shareholders in its Annual General Meeting.

Company has identified M/s Rathi & Associates, Company Secretaries for appointment as Secretarial Auditor of the Company.

Further, the Secretarial Auditor have confirmed that they have subjected themselves to Peer Review process by the Institute of Company Secretaries of India ("ICSI") and hold valid certificate issued by the Peer Review Board of ICSI.

M/s Rathi & Associates, Company Secretaries, has given their consent to act as the Secretarial Auditor of the Company. Further, they have confirmed that they are in compliance with the eligibility criteria in terms of the Act and Listing Regulations to act as Secretarial Auditor of the Company.

The Board of Directors at its meeting held on May 5, 2026, based on the recommendation of Audit Committee, approved the appointment of M/s Rathi & Associates, Company Secretaries as the Secretarial Auditor of the Company to render such services as approved by the Board of Directors, to hold office for a term of 5 (Five) consecutive years commencing from FY 2026-27 to FY 2030-31, at such remuneration as may be decided by the Board of Directors of the Company.

Brief Profile of M/s Rathi & Associates is as follows:

Rathi & Associates, Company Secretaries (R&A) was established in 1988 by Mr. Narayan Rathi. The firm has over 3 and a half decades of successful track record of catering to corporate secretarial requirements of listed companies, closely held Public and Private companies, NBFCs, Joint Venture Companies, Section 8 companies, Companies Limited by Guarantee, Limited Liability Partnerships (LLPs) and branch and liaison offices of foreign companies. The Firm is registered with the Institute of Company Secretaries of India vide Unique Identification No. P1988MH011900 and has a valid Peer Review Certificate No. 6391/2025. The Firm has experience in handling multiple services including but not limited to Audits and Due Diligence of statutory compliances and Corporate Governance measures, further issue of securities under SEBI Regulations to promoters, identified investors, joint venture partners, Listing of securities and compliances under SEBI Regulations, National Company Law Tribunal (NCLT) matters and client representations under matters such as Mergers/Demergers/Amalgamations /Reduction of Capital, Winding up/Closure of companies Legal Opinions.

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. 4 of the Notice.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the Members.

Item No. 5

The Members at the 34th (Thirty Fourth) Annual General Meeting of the Company held on May 22, 2025, appointed Mr. Pankaj Gupta (DIN: 10891578) as the Managing Director and Chief Executive Officer of the Company with effect from May 5, 2025 for a period of 3 (three) years.

On recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 5, 2026, subject to approval of the Members, have approved payment of remuneration not exceeding Rs. 4.45 Crores (Rupees Four crores Forty-Five lakhs only) to Mr. Pankaj Gupta, for a period from April 1, 2026 to March 31, 2027.

As per Section 197 of the Companies Act, 2013 ("the Act"), read with rules made thereunder, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five per cent of the net profits of the company. The remuneration proposed to be paid to Mr. Pankaj Gupta, MD&CEO of the Company is within the specified limits as per aforesaid regulatory requirements.

In accordance with the above regulatory requirements, approval of Members for remuneration of Mr. Pankaj Gupta as MD&CEO of the Company by way of special resolution is being sought.

Brief profile of Mr. Pankaj Gupta is provided under **Annexure I**.

Except Mr. Pankaj Gupta, 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. 5 of the Notice.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

Item No. 6

The Members of the Company, on recommendation of the Board of Directors, had appointed Ms. Anisha Motwani to hold office as Independent Director of the Company with effect from January 9, 2023, for a period of five consecutive years.

Considering the contribution of Ms. Anisha Motwani in the affairs of the Company and on recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 5, 2026, approved payment of commission of Rs. 4 lakhs (Rupees Four Lakhs only) to Ms. Anisha Motwani, Independent Director of the Company for the financial year 2025-26.

As per provisions of Section 197 of the Companies Act, 2013 ("the Act"), read with rules made thereunder, remuneration payable to Directors who are neither Managing Directors nor whole-time Directors shall not exceed one percent of the net profits of the company, if there is a Managing or Whole-time Director or Manager.

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As per Regulation 62D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the Board of Directors shall recommend all fees or compensation, if any, paid to Independent Directors and the same shall require approval of shareholders in general meeting.

In accordance with the above regulatory requirement, approval of Members by way of special resolution is being sought.

Except Ms. Anisha Motwani, Independent Director, 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. 6 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Item No. 7 and 8

The Members at the Annual General Meeting ("AGM") of the Company held on May 22, 2025, had granted the following approvals to the Board of Directors:

- To borrow funds in excess of the aggregate of its Paid-up Capital, Free Reserves and Securities Premium Account from time to time, up to an aggregate amount not exceeding Rs. 20,000 crores,
- To create charges, mortgages, hypothecations, security etc. on both present and future movable and immovable properties, of the Company, in favor of lenders/banks/financial institutions/debenture trustee etc. for availing various credit facility(ies), as may be required, from time to time, up to an aggregate amount not exceeding Rs. 20,000 crores.

Considering the Company's future business plans, growth potential, expansion of the Company's loan portfolio and to meet the requirement of additional funds for the coming years, the Board of Directors of the Company at their meeting held on May 5, 2026, approved the following subject to approval of the Members of the Company:

- Increase existing borrowing limits of the Company from Rs. 20,000 Crores to Rs. 30,000 Crores, subject to the condition that the total amount of such borrowing(s) outstanding at any given point of time together with the money already borrowed (apart from temporary loans obtained by the Company from its Bankers/ other entities in ordinary course of business) shall not at any time exceed the limit of Rs. 30,000 Crores (Rupees Thirty Thousand Crores only),
- Increase in existing limit for creation of charges, mortgages, hypothecations, security etc. on both present and future movable and immovable properties, of the Company from Rs. 20,000 Crores to Rs. 30,000 Crores, subject to the condition that the total charges, mortgages, hypothecations, security etc. together with charges, mortgages, hypothecations, security etc. already created on both present and future movable and immovable properties, of the Company do not exceed sum of Rs. 30,000 Crores (Rupees Thirty Thousand Crores only).

Accordingly, in terms of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 ("Act"), prior approval of the Members of the Company by way of special resolution for the aforesaid matters is being sought.

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. 7 and 8 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 and 8 of the Notice for the approval of the Members.

Item No. 9

The Members at the AGM of the Company held on May 22, 2025, by passing a Special Resolution had granted their approval to the Board of Directors of the Company to create/offer/issue/allot such number of Non-Convertible Debentures (“NCDs”), by way of private placement, in one or more series or tranches, on such terms and conditions, as may be determined by the Board of Directors such that the aggregate principal amount of such NCDs issued during a period of 1 year commencing from the date of passing of the said special resolution i.e. May 22, 2025, does not exceed Rs. 7,500 Crores.

Considering the business plans and growth of the Company and to enable the Company to raise funds by way of issuance of NCDs, the Board of Directors of the Company at their meeting held on May 5, 2026, subject to approval of Members at the AGM, approved the proposal to create/invite/offer/issue/allot such number of NCDs, by way of private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at item no. 9 of the AGM Notice, does not exceed Rs. 7,500 Crores and it is further proposed to authorize the Borrowing & Investment Committee to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc., subject to the approval of the Members of the Company.

In terms of Section 42 of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a company shall not make an offer or invitation to subscribe to securities (including NCDs) under private placement unless the proposal has been previously approved by the Members of the company, by way of special resolution.

Further, in case of offer or invitation to subscribe to NCDs, where the amount proposed to be raised through such offer or invitation exceeds the limits specified in Section 180(1)(c) of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations to subscribe NCDs, during the year.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, to create/invite/offer/issue/allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at Item No. 9 of the AGM Notice, does not exceed Rs. 7,500 Crores.

As required under Rule 14(1) of the Companies (Prospects and Allotment of Securities) Rules, 2014, as amended, the material facts in connection with the aforesaid issue of NCDs are as follows:

1	Particulars of the offer including date of passing of Board resolution	Secured or Unsecured Listed Redeemable NCDs whether cumulative and/ or non-cumulative for an amount not exceeding in aggregate Rs. 7,500 Crores (Rupees Seven Thousand Five Hundred Crores only), in one or more tranches on private placement basis at such interest rates and on such terms and conditions as may be determined by the Board / Borrowing and Investment Committee / person / Committee(s), duly authorised by the Board. Date of passing Board Resolution: May 5, 2026
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2	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured, fully paid or partly paid, Listed Redeemable NCDs whether cumulative and/ or non-cumulative at premium, discount or at par, as may be determined by the Board/ Borrowing and Investment Committee / person / Committee(s) duly authorised by the Board in such manner as may be permissible under the Companies Act, 2013, SEBI regulations, RBI regulations, and other applicable provisions.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As the issuance would be in one or more tranches, price will be determined by the Board / Borrowing and Investment Committee / person / Committee(s) duly authorised by the Board in accordance with the prevailing market conditions at the time of issue.
4	Name and address of valuer who performed valuation	Not applicable
5	Amount which the company intends to raise by way of such securities	Rs. 7,500 Crores (Rupees Seven Thousand Five Hundred Crores only)
6	Material terms of raising such securities	As the issuance would be in one or more tranches, material terms will be determined by the Board/ Borrowing and Investment Committee / person / Committee(s) duly authorised by the Board, in accordance with the applicable provisions of the Act and the Rules framed thereunder and other applicable law for the time being in force.
7	Proposed time schedule	One year from the date of passing of special resolution by the Members.
8	Purposes or objects of offer	The funds raised through this issue will be utilized for various financing activities, onward lending, repayment of existing indebtedness, working capital and general corporate purposes (such as investments for liquidity and statutory requirements, capital expenditure, revenue expenditure etc.) of the Company.
9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
10	Principle terms of assets charged as securities	Secured by way of pari-passu charge in favor of debenture trustee on the Standard Assets/ receivables, and cash & cash equivalents to the extent required to maintain Asset Cover up to 125% of debenture outstanding except those receivables exclusively charged against which refinance is availed or will be availed from government bodies. However, the Company shall, from time to time, be entitled to create any charge, mortgage, pledge, security interest, encumber or create lien on its Assets, subject to maintenance of Asset Cover up to 125%, except to the extent of charge created in favor of government bodies or as may be required under any law, regulation, guidelines or rules.

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. 9 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 9 of the Notice for the approval of the Members.

Item No. 10

The Company proposes to undertake factoring business as part of its strategic business expansion and diversification. In this regard, Company has made an application to RBI on April 2, 2026.

RBI has pursuant to said application, advised the Company to insert an enabling clause in the main object pertaining to factoring business. Accordingly, it is proposed to alter the main object clause in Memorandum of Association of the Company by inserting the object clause 2A as below:

“To carry on factoring business (with or without recourse), whether receivables factoring as well as reverse factoring including acquiring receivables by way of assignment, whether by way of making loans or advances or otherwise, against such assignment, to act as financier of trade receivables including through a Trade Receivables Discounting System or through any other platform or otherwise as company may deem fit, and to discount invoices and/or bills of exchange.”

The Board of Directors at their meeting held on May 5, 2026, approved the alteration in the main object clause in the Memorandum of Association of the Company, subject to approval of the Members at the annual general meeting.

Pursuant to Section 4 and Section 13 of the Companies Act, 2013 (“the Act”) and rules made thereunder, alteration in main object clause in Memorandum of Association of the Company requires approval of the Members of the Company by way of passing a Special Resolution to that effect.

Draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members at the registered office of the Company during business hours on any working day.

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. 10 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 10 of the Notice for the approval of the Members.

Place: Mumbai
Date: May 5, 2026

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

**SD/-
Chunni Singh
Company Secretary
Membership No. A41074**

Annexure I

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

Name of Director	Mr. Pirojsha Godrej	Mr. Pankaj Gupta
Director Identification Number (DIN)	00432983	10891578
Nationality	Indian	Indian
Date of Birth / (Age)	27-10-1980 (45 years)	09-06-1981 (44 years)
Date of first appointment on the Board	August 25, 2021	May 5, 2025
Qualification	<ul style="list-style-type: none"> Graduate from Wharton School of Business, Master's in international Affairs from Columbia University, MBA from Columbia Business School. 	<ul style="list-style-type: none"> Bachelors in Humanities / Arts degree from Guru Nanak Dev University Diploma in General Management from Emeritus Institute of Management, Singapore Executive program in Sales & Marketing from Indian Institute of Management, Calcutta Leadership Development program from Indian Institute of Management, Ahmedabad Advanced Management Program from The Wharton School, University of Pennsylvania.
Experience / Brief Profile / nature of expertise in specific functional areas	<p>Pirojsha Godrej is Chairperson, Designate of the Godrej Industries Group and serves as Chairperson of Godrej Properties, Godrej Capital, and Godrej Ventures.</p> <p>Under Pirojsha's leadership, the Godrej Industries Group has delivered strong and consistent performance, achieving over 20% compounded annual growth in both sales and net profits over the five years leading up to FY26. It is the leading player in India across several business categories, including residential real estate, animal feed, crude palm oil, oleochemicals, household insecticides, hair color, and air care. As of April 2026, the group's publicly listed businesses had a market capitalization in excess of \$20 billion.</p>	<p>With over 25 years of experience, including 21 years in financial services, Pankaj has held leadership roles across banks, mortgage assets, unsecured assets, liabilities divisions and NBFCs. Detail-oriented and with an eye for achieving high-quality standards and profit improvements, Pankaj has led organizations through expert business transformation services and cutting-edge solutions.</p> <p>Before joining Godrej, Pankaj played a pivotal role at Bajaj Finance Ltd. for about 11 years and spearheaded the launch of various business lines, including Unsecured SME Loans, Home Loans, Loan Against Property, Personal Loans, Loans for Doctors, and Construction Finance. He began his career at Asian Paints in the FMCG sector, later transitioning to HDFC Bank, where he managed CASA acquisition and cross-selling before focusing on personal loans.</p>

	<p>The Group's largest companies, Godrej Consumer Products and Godrej Properties, were both ranked number one globally in their respective categories on the Dow Jones Best-in-Class Indices in 2025. Godrej Properties also secured the top global ranking in the Global Real Estate Sustainability Benchmark (GRESB) 2025, reflecting the Group's deep commitment to sustainability and governance.</p> <p>Prior to taking on leadership at the Godrej Industries Group, Pirojsha led Godrej Properties through a phase of rapid growth culminating in it becoming the largest real estate developer in India by residential sales in FY21, a position it continues to hold. He also founded Godrej Capital and Godrej Ventures.</p> <p>Pirojsha graduated from the Wharton School of Business, completed a Master's in International Affairs from Columbia University, and earned an MBA from Columbia Business School.</p>	<p>Subsequently, Pankaj led unsecured consumer assets for HDFC and Kotak Mahindra Bank.</p> <p>Pankaj holds a Post Graduate Diploma in General Management from the Emeritus Institute of Management, Singapore, and has completed an Executive Program in Sales and Marketing from the Indian Institute of Management, Calcutta. Furthermore, Pankaj has completed his Advanced Management Program from The Wharton School, University of Pennsylvania.</p>
<p>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</p>	<ul style="list-style-type: none"> ➤ Godrej Consumer Products Limited ➤ Godrej Properties Limited ➤ Godrej Agrovvet Limited ➤ Godrej Industries Limited ➤ Godrej Capital Limited ➤ Godrej Housing Finance Limited ➤ Godrej Ventures and Investment Advisers Private Limited ➤ Ceres Developers Private Limited ➤ Karukachal Developers Private Limited ➤ Swaddle Projects Private Limited ➤ Rock Honey Films Private Limited 	<p>Nil</p>
<p>Chairmanships/ Memberships of Committees in other companies*</p>	<p>Godrej Properties Limited</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee – Chairperson 2. Stakeholder's Relationship 	<p>Nil</p>

	Committee - Member Godrej Consumer Products Limited 1. Stakeholder's Relationship Committee - Chairperson	
Shareholding in the Company	1 (One) as nominee of Godrej Capital Limited	-
Number of Board Meetings attended during the year	4 (Four)	3 (Three)
Relationship with other Directors / Manager / Key Managerial Personnel	None	None
Details of remuneration sought to be paid and the remuneration last drawn	Nil	As provided under Explanatory Statement for Item No. 5.
Terms and conditions of appointment/re-appointment	Non-Executive Chairperson liable to retire by rotation.	Mr. Pankaj Gupta is appointed as Managing Director and Chief Executive Officer for a period of 3 years with effect from May 5, 2025 and is liable to retire by rotation.

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

Name of Director	Ms. Anisha Motwani
Director Identification Number (DIN)	06943493
Nationality	Indian
Date of Birth / (Age)	21-06-1963 (62 years)
Date of first appointment on the Board	January 9, 2023
Qualification	<ul style="list-style-type: none"> • MBA, University of Rajasthan, • Bachelor of Science, Sophiya College, Ajmer.
Experience / Brief Profile / nature of expertise in specific functional areas	<p>Ms. Anisha Motwani is a multi-faceted business leader and comes with 32+ years of rich and diverse experience in diverse industries - FMCG, automobiles, financial & health services. She founded Storm the Norm venture in 2015, a company specializing in Brand, Digital & Innovation Projects.</p> <p>She is the author of 2 bestselling books; Storm the Norm – a first-of-its-kind collection of 20 contemporary stories of truly inspiring businesses & She Storms – a groundbreaking book that celebrates the extraordinary journeys of 17 women who defied norms & shattered barriers.</p> <p>Ms. Motwani is on the Advisory Board of IIMR, India Diversity Forum & a regular speaker at national and global business platforms.</p> <p>In recognition of her achievements, Ms. Motwani was voted as one of the '50 Most Powerful Women in Indian Business' by Business Today for three consecutive years since 2009. Ms. Motwani has also been recognized</p>

	<p>amongst the 'Top 50 Women in Media, Marketing and Advertising' by Impact & Colors for 4 consecutive years since 2011. Ms. Motwani has been conferred 'Women at Work Leadership Award 2011' by Asian Confederation of Business and 'Brand Builder of the year' award by NDTV amongst many others.</p> <p>She holds directorship with Raymond Lifestyle Limited, Star Health & Allied Insurance Company Limited, Nuvama Wealth Management Limited, Ceigall India Limited, etc.</p>
Directorships held in other companies (excluding Foreign Companies and Section 8 companies)	<ul style="list-style-type: none"> ➤ Raymond Lifestyle Limited ➤ Motherson Sumi Wiring India Limited ➤ Ceigall India Limited ➤ Nuvama Wealth Management Limited ➤ Dvara Kshetriya Gramin Financial Services Private Limited ➤ Versuni India Home Solutions Limited ➤ Star Health and Allied Insurance Company Limited ➤ Alternicq Limited (Formerly known as Manjushree Technopack Limited)
Chairmanships/ Memberships of Committees in other companies*	<p>Raymond Lifestyle Limited:</p> <ol style="list-style-type: none"> 1. Stakeholders Relationship Committee - Member 2. Corporate Social Responsibility Committee - Chairperson 3. Nomination & Remuneration Committee - Member <p>Ceigall India Limited</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee - Member <p>Nuvama Wealth Management Limited</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee - Chairperson <p>Versuni India Home Solutions Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Corporate Social Responsibility Committee - Chairperson 3. Nomination & Remuneration Committee - Member <p>Star Health and Allied Insurance Company Limited:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee - Chairperson 2. Audit Committee - Member 3. Nomination & Remuneration Committee - Member <p>Dvara Kshetriya Gramin Financial Services Private Limited:</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee - Member 2. Corporate Social Responsibility Committee - Member
Shareholding in the Company	-
Number of Board Meetings attended during the year	4 (Four)

Relationship with other Directors / Manager / Key Managerial Personnel	None
Details of remuneration sought to be paid and the remuneration last drawn	<p>Sitting fees and commission as approved by the Board for attending the Board and Committee Meetings.</p> <p>Sitting fees: FY 2025-26: Rs. 26 Lakhs</p> <p>Commission:</p> <ul style="list-style-type: none"> • For FY 2024-25: Rs. 5 Lakhs (paid in FY 2025-26) • For FY 2025-26: Rs. 4 Lakhs# (to be paid in FY 2026-27) <p>#Recommended by Board for approval of Members at the ensuing Annual General Meeting</p>
Terms and conditions of appointment/re-appointment	Independent Director appointed with effect from January 9, 2023 for a period of 5 years 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: May 5, 2026

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

**SD/-
Chunni Singh
Company Secretary
Membership No. A41074**



**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: U67120MH1992PLC065457

Name of the Company: Godrej 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: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th (Thirty-Fifth) Annual General Meeting of the Members of Godrej Finance Limited to be held on Friday, May 29, 2026, at 11.30 a.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Type of resolution (Ordinary/ Special)
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Report(s) of the Board of Directors and the Auditors thereon.	Ordinary
2.	To appoint a director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.	Ordinary
3.	To appoint Joint Statutory Auditor and fix their remuneration.	Ordinary
4.	Appointment of M/s. Rathi & Associates, Company Secretaries as the Secretarial Auditor of the Company.	Ordinary
5.	Approval for remuneration payable to Mr. Pankaj Gupta (DIN: 10891578) as the Managing Director & Chief Executive Officer of the Company.	Special
6.	Approval for payment of remuneration to Non-Executive Independent Director(s).	Special
7.	Increase in the Borrowing limits of the Company.	Special
8.	Authorizing the Board to mortgage/create charge on the assets.	Special
9.	Issuance of Non-Convertible Debentures under Private Placement Basis.	Special
10.	Approval for alteration in main object clause in the Memorandum of Association of the Company.	Special



Affix Re.
1/-
revenue
stamp

Signed this _____ day of _____ 2026.

Signature of member (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.

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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 **35th (Thirty-Fifth) ANNUAL GENERAL MEETING** of the Members of Godrej Finance Limited on Friday, May 29, 2026, at 11.30 a.m. at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

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.

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ROUTE MAP FOR AGM VENUE

