



### Notice to the Members of Godrej Finance Limited

NOTICE is hereby given that the 34<sup>th</sup> (Thirty - Fourth) Annual General Meeting ("AGM") of the Members of Godrej Finance Limited ("the Company"), is scheduled to be held on Thursday, May 22, 2025, at 4.00 p.m. at 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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#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Report(s) of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Manish Shah (DIN: 06422627), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.

#### SPECIAL BUSINESS:

3. **Appointment of and 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, 203 of the Companies Act, 2013 ("the Act"), as amended, read with the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014, Chapter VA - 62D of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the 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 appointment of Mr. Pankaj Gupta (DIN: 10891578) as the "Managing Director & Chief Executive Officer" of the Company for a period of 3 (three) years, with effect from May 5, 2025 up to May 4, 2028 on remuneration not exceeding Rs. 3 Crores (Rupees Three crores only) for the period from April 1, 2025 to March 31, 2026, and on such terms and conditions as set out in the Explanatory Statement annexed to notice convening this meeting, with liberty to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions of the said appointment including increase in remuneration and/or waiver of refund of excess remuneration, in such manner as may be agreed between the Board and Mr. Pankaj Gupta.

**RESOLVED FURTHER THAT** Mr. Pankaj Gupta (DIN: 10891578) be and is hereby designated as the "Whole-time Key Managerial Personnel" of the Company.



**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.”

**4. Payment of commission to Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule VA - 62D of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) 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. 5 lakhs (Rupees Five Lakhs only) to Ms. Anisha Motwani, Independent Director of the Company for FY 2024-25.

**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.”

**5. 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), Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 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 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. 20,000 Crores (Rupees Twenty 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."

#### 6. 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 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), Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 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 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 etc. on both present and future movable and immovable properties, of the Company, in favour of lenders/banks/financial institutions/security/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 etc. together with charges, mortgages, hypothecations etc. already created on both present and future movable and immovable properties, of the Company do not exceed sum of Rs. 20,000 Crores (Rupees Twenty 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.”

#### 7. 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), Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 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 upto 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.

**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.”



Place: Mumbai  
Date: May 5, 2025

By Order of the Board of Directors  
For Godrej Finance Limited

  
Chunn 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, 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 proxies 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 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).
10. The Notice of AGM is available on the website of the Company at <https://finance.godrejcapital.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 Thursday, May 22, 2025 subject to receipt of the requisite number of votes in favour 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. 3**

The Board of Directors of the Company had appointed Mr. Pankaj Gupta as the Chief Executive Officer ("CEO") at their meeting held on November 9, 2022, to comply with the requirement of Section 203 of the Companies Act, 2013 ("the Act") and to provide direction and management to the affairs of the Company.

The Members may note that with a view to make CEO a part of strategic decision making process and in-charge of operations, it is proposed to appoint Mr. Pankaj Gupta as the Managing Director and Chief Executive Officer ("MD&CEO") of the Company.

As per Para 42 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 dated October 19, 2023, any change in the composition of the Board of the Company by more than 30% (excluding Independent Directors) would require prior approval of the Reserve Bank of India ("RBI").

As the proposed appointment would result in a change in the composition of the Board of the Company by more than 30%, prior approval of RBI was required.

The Board of Directors of the Company had at their meeting held on January 29, 2025 confirmed that Mr. Pankaj Gupta meets Fit & Proper criteria as per Fit & Proper Policy of the Company and approved making application to RBI for proposed appointment of Mr. Pankaj Gupta as MD&CEO of the Company, post receipt of approval from RBI.

Mr. Pankaj Gupta is not disqualified from being appointed as a director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has received approval from RBI for appointment of Mr. Pankaj Gupta as MD&CEO of Company on April 1, 2025.

Accordingly, as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 5, 2025, subject to approval of Members of the Company, has approved the appointment of Mr. Pankaj Gupta as MD&CEO of the Company for a tenure of 3 (three) years w.e.f. May 5, 2025 to May 4, 2028, at such terms and conditions including remuneration not exceeding Rs. 3 Crores (Rupees Three crores only) as agreed between the Company and Mr. Pankaj Gupta.

Mr. Pankaj Gupta satisfies all the conditions set out in Part-I of Schedule V of the act and also conditions set out under sub-section (3) of Section 196 of the Act.

As per Schedule VA - 62D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.



As per Section 197 of the Act, 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 requirement.

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

Relevant documentation with respect to appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days.

Considering the rich and vast experience of Mr. Pankaj Gupta (detailed in Annexure I), your Board believes that his appointment as MD&CEO on the Board of the Company will be in the benefit of the Company.

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. 3 of the Notice.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

#### **Item No. 4**

The Board of Directors of the Company 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, 2025, approved payment of commission of Rs. 5 lakhs (Rupees Five Lakhs only) to Ms. Anisha Motwani, Independent Director of the Company for the financial year 2024-25.

As per provisions of Section 197 of the Companies Act, 2013 ("the Act"), 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.

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

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

Except Independent Directors, 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 and 6**

The Members at the Annual General Meeting (“AGM”) of the Company held on May 21, 2024, 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. 12,500 crores,
- To create charges, mortgages, hypothecations etc. on both present and future movable and immovable properties, of the Company, in favour of lenders/banks/financial institutions/security/debenture trustee etc. for availing various credit facility(ies), as may be required, from time to time, upto an aggregate amount not exceeding Rs. 12,500 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, 2025, approved the following subject to approval of the Members of the Company:

- Increase existing borrowing limits of the Company from Rs. 12,500 Crores to Rs. 20,000 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. 20,000 Crores (Rupees Twenty Thousand Crores only),
- Increase in existing limit for creation of charges, mortgages, hypothecations etc. on both present and future movable and immovable properties, of the Company from Rs. 12,500 Crores to Rs. 20,000 Crores, subject to the condition that the total charges, mortgages, hypothecations etc. together with charges, mortgages, hypothecations etc. already created on both present and future movable and immovable properties, of the Company do not exceed sum of Rs. 20,000 Crores (Rupees Twenty 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. 5 and 6 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 and 6 of the Notice for the approval of the Members.

**Item No. 7**

The Members at the AGM of the Company held on May 21, 2024 had granted their approval, by passing a Special Resolution, to the Board of Directors of the Company to create/invite/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 21, 2024, does not exceed Rs. 3,000 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, 2025, proposed 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. 7 of the AGM Notice (i.e. May 5, 2025), does not exceed Rs. 7,500 Crores and it is further proposed to authorise 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 (“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. 7 of the AGM Notice, does not exceed Rs. 7,500 Crores.

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



1	<b>Particulars of the offer including date of passing of Board resolution</b>	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, 2025
2	<b>Kinds of securities offered and the price at which security is being offered</b>	Secured or Unsecured 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	<b>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made</b>	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	<b>Name and address of valuer who performed valuation</b>	Not applicable
5	<b>Amount which the company intends to raise by way of such securities</b>	Rs. 7,500 Crores (Rupees Seven Thousand Five Hundred Crores only)
6	<b>Material terms of raising such securities</b>	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	<b>Proposed time schedule</b>	One year from the date of passing of special resolution by the Members.
8	<b>Purposes or objects of offer</b>	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	<b>Contribution being made by the promoters or directors either as part</b>	None



	of the offer or separately in furtherance of objects	
10	Principle terms of assets charged as securities	Secured by way of pari-passu charge or exclusive in favour of debenture trustee on the Standard Assets/ receivables, and cash & cash equivalents to the extent required to maintain Asset Cover upto 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 upto 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. 7 of the Notice.

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

Place: Mumbai  
Date: May 5, 2025

By Order of the Board of Directors  
For Godrej Finance Limited

  
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. Manish Shah	Mr. Pankaj Gupta
Director Identification Number (DIN)	06422627	10891578
Nationality	Indian	Indian
Date of Birth / (Age)	26-06-1974 (50 years)	09-06-1981 (44 years)
Date of first appointment on the Board	August 25, 2021	November 9, 2022
Qualification	MBA in Finance, Marketing & General Management from IIM Ahmedabad	<ul style="list-style-type: none"> <li>Bachelors in Humanities / Arts degree from Guru Nanak Dev University</li> <li>Diploma in General Management from Emeritus Institute of Management, Singapore</li> <li>Executive program in Sales &amp; Marketing from Indian Institute of Management, Calcutta</li> <li>Leadership Development program from Indian Institute of Management, Ahmedabad</li> <li>Advanced Management Program from The Wharton School, University of Pennsylvania.</li> </ul>
Experience / Brief Profile / nature of expertise in specific functional areas	Mr. Manish Shah is the Managing Director and Chief Executive Officer of Godrej Capital Limited, holding Company and Non - Executive Director of Godrej Housing Finance Limited, subsidiary of Holding Company. He has spent over 22 years in financial services in diverse businesses such as secured and unsecured lending, credit cards, wealth management and life insurance with Citibank, AEGON and Bank of Baroda in India and in the US. He has held leadership roles in organizations ranging from MNCs, Public Sector enterprises.	With over 24 years of experience, including 20 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 lead organizations through expert business transformation services and cutting-edge solutions.  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,



	<p>These stints involved setting up large distribution networks across the country, strategic business development, institutional fund-raising and building analytics &amp; risk management frameworks, often from the ground up.</p>	<p>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. 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><b>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</b></p>	<ul style="list-style-type: none"> <li>➤ Godrej Capital Limited,</li> <li>➤ Godrej Housing Finance Limited,</li> <li>➤ Finance Industry Development Council.</li> </ul>	Nil
<p><b>Chairmanships/ Memberships of Committees in other companies*</b></p>	<p><b>Godrej Housing Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee - Member</li> <li>2. Corporate Social Responsibility Committee - Member</li> </ol> <p><b>Godrej Capital Limited</b> Corporate Social Responsibility Committee - Chairperson</p>	Nil
<p><b>Shareholding in the Company</b></p>	-	-
<p><b>Number of Board Meetings attended during the year</b></p>	4 (Four)	None as a Director
<p><b>Relationship with other Directors/ Manager/ Key Managerial Personnel</b></p>	None	None
<p><b>Details of remuneration sought to be paid and the remuneration last drawn</b></p>	NA	As provided under Explanatory Statement for Item No. 3.



<b>Terms and conditions of appointment/re-appointment</b>	Non-Executive Director 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.
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*\*Only statutory committees required to be constituted under the Companies Act, 2013 have been considered.*

<b>Name of Director</b>	<b>Ms. Anisha Motwani</b>
<b>Director Identification Number (DIN)</b>	06943493
<b>Nationality</b>	Indian
<b>Date of Birth / (Age)</b>	21-06-1963 (61 years)
<b>Date of first appointment on the Board</b>	January 9, 2023
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• MBA, University of Rajasthan,</li> <li>• Bachelor of Science, Sophiya College, Ajmer.</li> </ul>
<b>Experience / Brief Profile / nature of expertise in specific functional areas</b>	<p>Ms. Anisha Motwani is a multi-faceted business leader and comes with 31+ years of rich and diverse experience in diverse industries - FMCG, automobiles, financial &amp; health services. She founded Storm the Norm venture in 2015, a company specializing in Brand, Digital &amp; 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 &amp; She Storms - a groundbreaking book that celebrates the extraordinary journeys of 17 women who defied norms &amp; shattered barriers.</p> <p>Ms. Motwani is on the Advisory Board of IIHMR, India Diversity Forum &amp; 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 amongst the 'Top 50 Women in Media, Marketing and Advertising' by Impact &amp; 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. She holds directorship with Star Health &amp; Allied Insurance, Nuvama Wealth Management, Abbot India, etc.</p>



<p><b>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</b></p>	<ul style="list-style-type: none"> <li>➤ Raymond Lifestyle Limited</li> <li>➤ Motherson Sumi Wiring India Limited</li> <li>➤ Ceigall India Limited</li> <li>➤ Nuvama Wealth Management Limited</li> <li>➤ Dvara Kshetriya Gramin Financial services Private Limited</li> <li>➤ Versuni India Home Solutions Limited (Formerly Philips Domestic Appliances India Limited)</li> <li>➤ Star Health and Allied Insurance Company Limited</li> <li>➤ Abbott India Limited</li> </ul>
<p><b>Chairmanships/Memberships of Committees in other companies*</b></p>	<p><b>Raymond Lifestyle Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> <li>2. Stakeholders Relationship Committee - Member</li> <li>3. Corporate Social Responsibility Committee - Member</li> </ol> <p><b>Ceigall India Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee - Member</li> </ol> <p><b>Nuvama Wealth Management Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee - Chairperson</li> </ol> <p><b>Versuni India Home Solutions Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> </ol> <p><b>Star Health and Allied Insurance Company Limited:</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee - Chairperson</li> <li>2. Audit Committee - Member</li> <li>3. Nomination &amp; Remuneration Committee - Member</li> </ol> <p><b>Abbott India Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee - Chairperson</li> <li>2. Nomination &amp; Remuneration Committee - Member</li> <li>3. Stakeholders Relationship Committee - Member</li> <li>4. Corporate Social Responsibility Committee - Member</li> </ol>
<p><b>Shareholding in the Company</b></p>	<p>-</p>
<p><b>Number of Board Meetings attended during the year</b></p>	<p>4 (Four)</p>
<p><b>Relationship with other Directors / Manager / Key Managerial Personnel</b></p>	<p>None</p>
<p><b>Details of remuneration sought to be paid and the remuneration last drawn</b></p>	<p>Sitting fees and commission as approved by the Board for attending the Board and Committee Meetings.</p>



	<p><b>Sitting fees:</b> FY 2024-25: Rs. 25 Lakhs</p> <p><b>Commission:</b></p> <ul style="list-style-type: none"> <li>• For FY 2023-24: Rs. 8 Lakhs (paid in FY 2024-25)</li> <li>• For FY 2024-25: Rs. 5 Lakhs# (to be paid in FY 2025-26)</li> </ul> <p><i>#Recommended by Board for approval of Members at the ensuing Annual General Meeting</i></p>
<b>Terms and conditions of appointment/re-appointment</b>	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, 2025

By Order of the Board of Directors  
For Godrej Finance Limited

  
**Chunnai 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 34<sup>th</sup> (Thirty-Fourth) Annual General Meeting of the Members of Godrej Finance Limited to be held on Thursday, May 22, 2025, at 4.00 p.m. and at any adjournment(s) thereof in

respect of such resolutions as are indicated below:

<b>Resolution No</b>	<b>Resolution</b>	<b>Type of resolution (Ordinary / Special)</b>
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Report(s) of the Board of Directors and the Auditors thereon.	<b>Ordinary</b>
2.	To appoint a director in place of Mr. Manish Shah (DIN: 06422627), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.	<b>Ordinary</b>
3.	Appointment of and Remuneration payable to Mr. Pankaj Gupta (DIN: 10891578) as the Managing Director & Chief Executive Officer of the Company.	<b>Special</b>
4.	Payment of commission to the Independent Director of the Company.	<b>Ordinary</b>
5.	Increase in the Borrowing limits of the Company.	<b>Special</b>
6.	Authorizing the Board to mortgage/create charge on the assets.	<b>Special</b>
7.	Issuance of Non-Convertible Debentures under Private Placement Basis.	<b>Special</b>

Affix Re.  
1/-  
revenue  
stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

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.**

### 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 **34<sup>th</sup> (Thirty-Fourth) ANNUAL GENERAL MEETING** of the Members of Godrej Finance Limited on Thursday, May 22, 2025, at 4.00 p.m. at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

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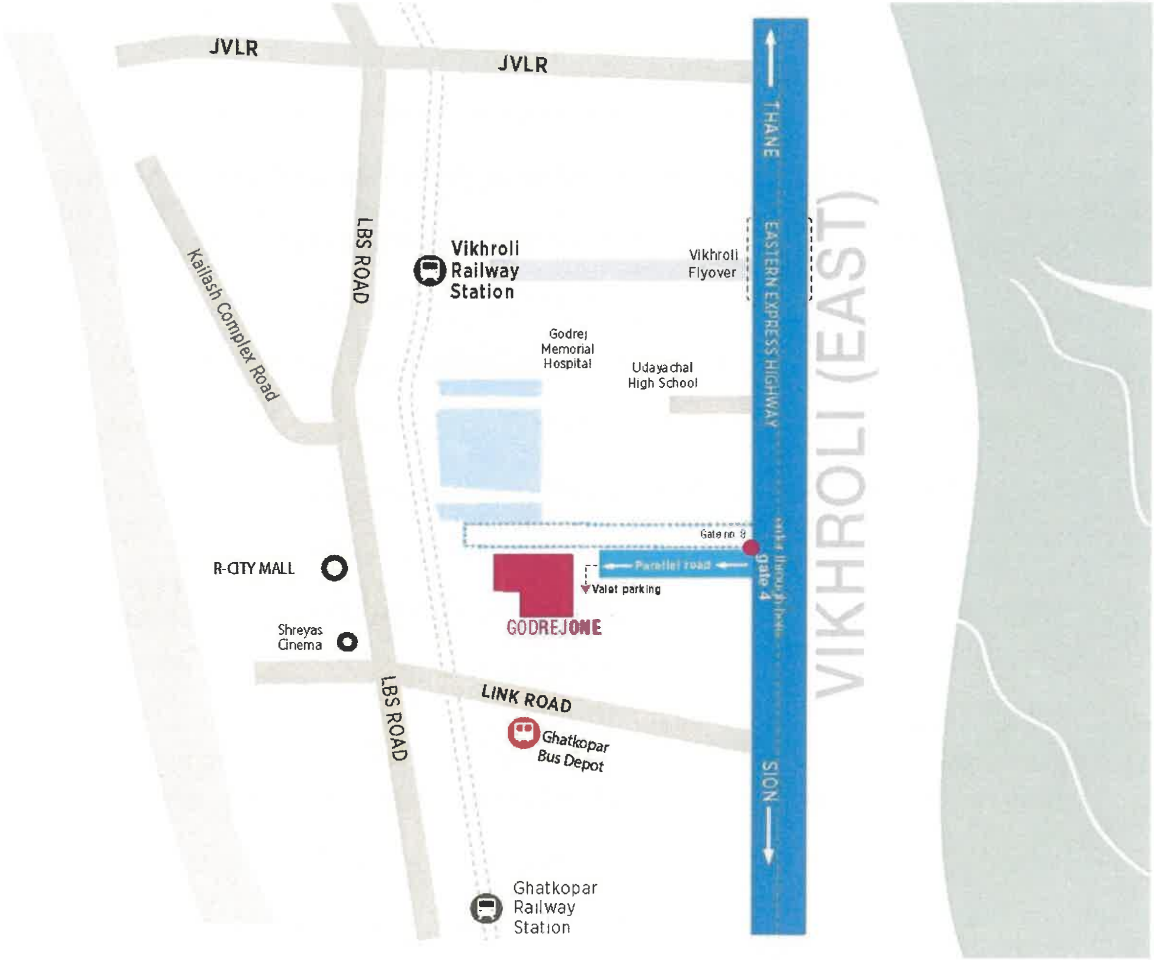
Member's / Proxy's Signature  
(To be signed at the time of handing over this slip)

**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 AGM VENUE





Directors and Key Managerial Personnel	:	Mr. Pirojsha Godrej, Non-Executive Chairperson Mr. Hemant Adarkar, Independent Director Ms. Anisha Motwani, Independent Director Mr. Manish Shah, Non-Executive Director Mr. Pankaj Gupta, Managing Director & Chief Executive Officer Mr. Kunal Karnani, Chief Financial Officer Ms. Chunni Singh, Company Secretary
Statutory Auditors	:	M/s. Batliboi & Purohit Chartered Accountants Mumbai
Registered Office	:	Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400-079 Telephone Number: 022 - 68815555
Registrar & Share Transfer Agent	:	KFin Technologies Limited Registered office: 301, The Centrium, 3 <sup>rd</sup> Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra, India, - 40070



## BOARDS' REPORT

To  
The Members,  
**Godrej Finance Limited**

Your Directors submit their 34<sup>th</sup> Annual Report along with the Audited Accounts for the financial year ("FY") ended March 31, 2025.

### 1. FINANCIAL AND OPERATIONAL REVIEW:

#### a. Financial Results

The Company's performance during FY ended March 31, 2025, as compared to the previous FY ended March 31, 2024, is summarized below:

Particulars	(Rs. In Lakhs)	
	For the Financial year ended as on 31 <sup>st</sup> March 2025	For the Financial year ended as on 31 <sup>st</sup> March 2024
Total Income	98,681.14	39,803.13
Total Expenditure	89,252.33	42,723.70
Profit/(Loss) before Tax	9,428.81	(2,920.57)
Tax Expense	(791.61)	-
Net Profit/(Loss) after Tax	10,220.42	(2,920.57)

#### b. Business Performance Highlights

The Company was registered with the Reserve Bank of India ("RBI") as Non-Banking Financial Company ("NBFC") - Non - Systemically Important Non-Deposit taking NBFC. It has been operative since March 1998. Further, post change of its name to Godrej Finance Limited, the Company received revised Certificate of Registration on December 3, 2021 and it commenced its retail lending operations w.e.f. April 30, 2022. During FY 2022-23, basis asset size, the Company was classified as an NBFC - Systematically Important Non-Deposit Taking NBFC w.e.f. June 27, 2022.

Further, to undertake business or render services as an Insurance Intermediary and to sell/distribute/market/solicit/procure all or any type of the Insurance Policies/Products ("Insurance business"), the Company has also obtained registration as Corporate Agent (Composite) with the Insurance Regulatory and Development Authority of India (IRDAI) effective October 17, 2023. Said registration is valid till October 16, 2026.

The Company has been identified as High Value Debt ("HVD") Listed Company as per Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and was required to ensure compliance with all HVD compliance requirements i.e., Chapter VA -



Regulation 62D to 62Q of Listing Regulations. Your Company is in compliance with HVD requirements.

Brief highlights of the business performance during financial year under review is as below:

- **Sanctions**

During the financial year under review, your Company has sanctioned loans amounting to Rs. 6,54,653.21 Lakhs.

- **Disbursements**

During the financial year under review, your Company has disbursed loans amounting to Rs. 5,82,069.46 Lakhs.

- **Loans outstanding (Loan Book)**

Total loans outstanding as on March 31, 2025, is Rs. 9,20,514.71 Lakhs.

- **Non-Performing Assets ("NPA")**

Your Company has implemented a strong risk management culture across the board. The risk management framework is analytically driven with data backed modelling on origination. Further, the policies and processes which are put in place tend towards building a strong low risk high quality portfolio. This is aided by a strong collection and recovery mechanism.

Gross NPA and Net NPA ratio were 0.55% and 0.27%, respectively.

During the financial year under review, your Company has made a provision for Rs. 8,050.73 Lakhs Stage 1, Stage 2 & Stage 3 Assets, in compliance with the Guidelines issued by RBI.

### **Working results of the Company**

- Asset Under Management ("AUM") as on March 31, 2025 was Rs. 9,20,514.71 Lakhs as compared to Rs. 4,84,183.61 Lakhs as on March 31, 2024.
- Loan receivables as on March 31, 2025 was Rs. 9,20,514.71 Lakhs as compared to Rs. 484,183.61 Lakhs as on March 31, 2024.
- Total income during FY 2024-25 increased to Rs. 98,681.14 Lakhs from Rs. 39,803.13 Lakhs during FY 2023-24.
- Profit before Tax was Rs. 9,428.81 as on March 31, 2025 as compared to Rs. (2,920.57) Lakhs as on March 31, 2024.
- Profit after Tax was Rs. 10,220.42 Lakhs as on March 31, 2025 as compared to Rs. (2,920.57) Lakhs as on March 31, 2024.

There was no change in the fundamental nature of business of the Company during the financial year under review.

### **c. Supervisory Inspection conducted by Reserve Bank of India ("RBI")**

The RBI conducted its first supervisory inspection for FY 2023-24 from December 9, 2024 to December 30, 2024. Company is yet to receive supervisory observation letter from RBI.

The Company has not been inspected for FY 2024-25 yet.

**d. Disclosure regarding Holding, Subsidiary, Associates and Joint Venture Companies**

The Company is a wholly owned subsidiary of Godrej Capital Limited.

During the financial year under review, the Company did not have any Subsidiary, Associate or Joint Venture Company. Accordingly, the requirement of attaching form AOC-1 is not applicable to the Company.

**e. Dividend**

Considering the capital-intensive nature of the business, the business plan of the Company and with a view to plough back the profits, the Board of Directors have not recommended any dividend for the financial year in order to build a strong base for its long-term growth.

**f. Transfer to Reserves**

During the financial year under review, the Board of Directors have not recommended transfer of any amount to reserves.

Pursuant to Section 71 of the Companies Act, 2013 ("the Act") read with relevant rules thereunder, the Company, being a NBFC registered with RBI under section 45-IA of the Reserve Bank of India Act, 1934, it is exempt from creating a debenture redemption reserve in respect of privately placed debentures including the requirement to invest up to 15% of the amount of debentures maturing during the next financial year. However, your Company maintains sufficient liquidity buffer to fulfil its obligations arising out of debentures.

**g. Portfolio of the Company**

The portfolio of the total loan outstanding of your Company stood at Rs. 9,20,514.71 Lakhs as on March 31, 2025.

The average ticket size on portfolio as on March 31, 2025, for Loan Against Properties ("LAP") and Business Loan stood at Rs. 106 Lakhs and at Rs. 23 Lakhs, respectively.

**h. Capital Adequacy**

As required under Para 81 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 ("RBI SBR Directions 2023"), your Company is presently required to maintain a minimum Capital Adequacy Ratio (CAR) of 15% on a standalone basis. The CAR of the Company as on March 31, 2025, was 23.09%

**i. Public Deposits**

Your Company being a non-deposit accepting NBFC, has not accepted, renewed, or held any public deposits during the financial year under review and shall not accept any deposits from the public during FY 2025-26.



Accordingly, the requirements under Chapter V of the Act read with Rule 8(5)(v) and 8(5)(vi) of the Companies (Accounts) Rules, 2014, as amended, are not applicable to your Company.

**j. Branch Network of the Company**

As on March 31, 2025, the branch network of your Company is operating out of 48 locations, i.e. Company is operating out of Andhra Pradesh (3), Chandigarh (1), Gujarat (5), Haryana (2), Karnataka (6), Madhya Pradesh (1), Maharashtra (12), New Delhi (1), Punjab (2), Rajasthan (4), Tamil Nadu (5), Telangana (3) and Uttar Pradesh (3).

**k. State of Company's Affairs**

The Company is engaged in retail lending and insurance business. Some key parameters and milestones have been summarized as under:

- The loan portfolio as of March 31, 2025, stood at Rs. 9,20,514.71 Lakhs.
- With a view to build up and expand the business capacity, the team strength increased to 1,151 employees during FY 2024-25 across all verticals as compared to 700 employees in the previous year.

**l. Particulars of Loans, Guarantees or Investments**

In terms of section 186(11) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, the Company being a NBFC registered with RBI and whose main objects as per its Memorandum of Association is to carry on business of investment activities and financing industrial enterprises, the Company is exempt from complying with provisions of section 186 of the Act in respect of loans made, guarantees given, securities provided, or investments made by the Company.

Further, for details of investments made by the Company, if any, please refer Notes to the Audited Financial Statements of the Company for the financial year ended March 31, 2025.

**m. Particulars of contracts or arrangements with Related Parties**

All contracts/arrangements/transactions entered into by the Company during the financial year under review with related parties were on arm's length basis and in ordinary course of business and not material under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Details of transactions entered into by the Company pursuant to the omnibus approval are reviewed by the Audit Committee on a quarterly basis.

Details of all transactions with related parties during financial year under review are provided in Notes to the Audited Financial Statements.

There were no transactions requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this Report.



Listing Regulations require High Value Debt Listed companies to adopt a policy on materiality of related party transactions and on dealing with related party transactions.

The Company's policy on materiality of related party transactions and on dealing with related party transactions, as adopted by the Board of Directors, in conformity with Chapter VA-Regulation 62K of Listing Regulations, can be accessed on the Company's website at <https://finance.godrejcapital.com/gf/information-and-policies>.

During the financial year under review, the RPT policy was amended to incorporate changes required under applicable regulatory guidelines.

#### n. Credit Rating

During the financial year under review, the Company has received following ratings from CRISIL Limited ("CRISIL") / ICRA Limited ("ICRA")/ CARE Ratings Limited ("CARE"):

Sr. No	Particulars	Rating assigned	Rating Agency
1.	Bank borrowings	CRISIL AA/Stable	CRISIL
2.	Non-Convertible Debentures ("NCDs")	CRISIL AA+/Stable and CARE AA+/Stable	CRISIL and CARE
3.	Commercial Papers ("CPs")	CRISIL A1+ and ICRA A1+	CRISIL and ICRA
4.	Long Term Bank Loan Facility	CRISIL AA+/Stable and CARE AA+/Stable	CRISIL and CARE
5.	Short Term Bank Loan Facility	CRISIL A1+	CRISIL

All the above ratings indicate a high degree of safety regarding timely servicing financial obligations and carry lowest credit risk.

#### o. Borrowings

During the financial year under review, considering probable future requirements of funds for operations of the Company, the Board of Directors and Members of the Company had at their meetings held on April 30, 2024, and May 21, 2024, respectively approved increase in the aggregate borrowing limit of the Company from Rs. 7,500 Crores to Rs. 12,500 Crores.

During the financial year under review, the Company met its funding requirements by availing credit facilities from Banks and by issuance of NCDs and CPs. Details are as below:

Sr. No	Particulars	Outstanding as on March 31, 2025
1.	Bank Borrowings	Rs. 5,14,047.44 Lakhs
2.	NCDs	Rs. 1,50,060.44 Lakhs
3.	CPs	Rs. 1,03,743.5 Lakhs

The overall borrowings are within the regulatory ceiling as well as aggregate borrowing limits of the Company as approved by the Board and Members of the Company, from time to time.



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 Company proposes to increase its borrowing limit to Rs. 20,000 Crores. Accordingly, necessary resolutions seeking approval of Members for said increase in borrowing limit forms part of the notice convening the 34<sup>th</sup> Annual General Meeting ("AGM").

## 2. SHARE CAPITAL AND CHANGES IN SHAREHOLDING:

### a. Authorized Share Capital of the Company

The Authorized Share Capital as on March 31, 2025, stood at Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each.

### b. Issued, Subscribed and Paid-up Share Capital of the Company

As on March 31, 2025, the Paid-up Share Capital of the Company was Rs. 11,50,36,33,730/- (Rupees One Thousand One Hundred Fifty Crores Thirty-Six Lakhs Thirty-Three Thousand Seven Hundred Thirty) divided into 115,03,63,373 (One Hundred Fifteen Crores Three Lakhs Sixty-Three Thousand Three Hundred Seventy-Three) equity shares of face value of Rs. 10/- each fully paid-up.

### c. Changes in Paid up Share Capital of the Company during the financial year

As on March 31, 2024, the paid-up capital structure of the Company comprised of 91,81,86,630 equity shares of face value of Rs. 10 each.

Details of allotment of equity shares made during the financial year under review on rights basis to Godrej Capital Limited, holding company is as under:

Sr. No	Date of allotment	No. of equity shares of face value Rs. 10 each allotted	Total Consideration (including premium of Rs. 22/- per share)
1.	June 19, 2024	7,81,25,000	Rs. 2,50,00,00,000
2.	September 25, 2024	15,40,51,743	Rs. 4,92,96,55,776.00

The Company has complied with 62 (1) (a) of the Act and applicable rules & regulations thereunder while issuing fresh equity share under Right issue.

During the financial year under review, the Company has not:

- Issued equity shares with differential rights as to dividend, voting or otherwise as per Section 43 of the Act,
- Issued shares (including sweat equity shares) to employees of the Company under any scheme pursuant to Section 54 of the Act; and



- Issued equity shares under Employees Stock Option Scheme as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

The Company does not have any ESOP scheme. Being subsidiary of Godrej Capital Limited ("GCL"), holding company, employees of the Company are eligible for stock options of GCL.

### 3. BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND COMMITTEES:

#### a. Board of Directors

The composition of the Board is in accordance with provisions of Section 149 of the Act, Chapter VA - Regulation 62D of Listing Regulations and other applicable regulations and laws, with an appropriate combination of Executive, Non-Executive, Independent and Women Director.

The Board comprises of an adequate number of Directors with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Directors are people of eminence in areas such as business, industry, finance, law, administration etc., and bring with them experience/skills which add value to the performance of the Board. The Directors are selected purely based on merit with no discrimination on race, color, religion, gender, or nationality.

As on March 31, 2025, the Board of Directors of the Company comprises of following Directors:

Name of Director	DIN	Type
Mr. Pirojsha Godrej	00432983	Non-Executive Chairperson
Mr. Hemant Adarkar	03127893	Independent Director
Ms. Anisha Motwani	06943493	Independent Director
Mr. Manish Shah	06422627	Non-Executive Director

*Note: The Board of Directors of the Company have appointed Mr. Pankaj Gupta as Managing Director & Chief Executive Officer (MD&CEO) of the Company with effect from May 5, 2025, subject to approval of Members of the Company.*

During the financial year under review, following changes occurred in the composition of the Board of Directors of the Company:

- **Appointment of Mr. Pankaj Gupta as MD&CEO of the Company.**

As per the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at their meeting held on May 5, 2025, subject to approval of Members of the Company, has approved the appointment of Mr. Pankaj Gupta as MD&CEO of the Company for a tenure of 3 (three) years w.e.f. May 5, 2025 to May 4, 2028.

Therefore, necessary resolution seeking approval of Members for appointment of Mr. Pankaj Gupta as MD&CEO of the Company forms part of the Notice convening the 34<sup>th</sup> AGM.



The list of Directors of the Company has also been disclosed as part of the Corporate Governance Report.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold highest standard of integrity in terms of Section 149 and 150 of the Act, read with Schedule IV of the Act, the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended and Chapter VA – Regulation 62B of Listing Regulations, as amended. Further, the Board finds the Independent Directors to be “Fit & Proper” as per the Fit & Proper policy of the Company.

The Independent Directors of the Company have registered themselves with the data bank of Independent Directors created and maintained by the Indian Institute of Corporate Affairs (IICA) Manesar. Also, the Independent Directors who are required to undertake online proficiency self-assessment test, have undertaken and cleared the online proficiency self-assessment test conducted by the IICA within the stipulated time period.

The terms and conditions for appointment of Independent Directors and criteria for making payments to Non-Executive Director are available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>. Details on the same have been incorporated into Corporate Governance Report, forming part of this Annual Report.

During the financial year under review, there were no pecuniary relationship/transactions of any of the Non-Executive Directors with the Company apart from sitting fees for attending various Board/Committee Meetings and commission paid to Independent Directors.

Details of sitting fees and commission paid to Independent Directors during FY 2024-25 have been furnished in Form MGT-7.

Brief profile of the Directors is available on the website of the Company at <https://finance.godrejcapital.com/gf/about-us>.

#### **b. Familiarization Programme**

The Company has familiarized the Independent Directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc. The details relating to the familiarization programme are available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.

#### **c. Director’s Disclosures**

Based on the declarations and confirmations received in terms of the Act, circular(s)/notification(s)/direction(s) issued by RBI/SEBI/IRDAI and such other applicable laws, none of the Directors of the Board of your Company are disqualified from being appointed as Directors.

Pursuant to Section 149(7) of the Act, the Company has received respective declarations from Mr. Hemant Adarkar and Ms. Anisha Motwani, Independent Directors of the Company



affirming compliance with criteria of independence as specified under Section 149(6) of the Act and Chapter VA - Regulation 62N of Listing Regulations, as amended.

Further, the Board also took note of the above declaration in terms of the requirement of Chapter VA - Regulation 62N of Listing Regulations after undertaking due assessment of the validity of the same.

The Independent Directors have also confirmed compliance with rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their names in the databank of independent directors.

#### **d. Retirement by Rotation**

Section 152 of the Act provides that unless the Articles of Association provide for retirement of all directors at every Annual General Meeting ("AGM"), not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, of which one-third are liable to retire by rotation.

Accordingly, Mr. Manish Shah, Non-Executive Director will retire by rotation at the ensuing AGM of the Company and being eligible, has offered himself for re-appointment.

The Board of Directors recommend reappointment of Mr. Manish Shah. Accordingly, proposal for his reappointment and his brief details is being placed for seeking approval of Members at the ensuing AGM of the Company.

#### **e. Performance Evaluation**

Pursuant to Section 134, 178 of the Act, Chapter VA - Regulation 62N of Listing Regulations and other applicable regulations, the Company has carried out annual performance evaluation of the Board, its Committees and individual Directors.

The manner in which formal annual evaluation of performance was carried is given below:

- The Nomination and Remuneration Committee, at its meeting held on February 1, 2023, approved criteria for performance evaluation of the Board, its committees and individual directors.
- Based on said criteria, questionnaire-cum-rating sheets were circulated to the Directors for seeking feedback of the Directors with regards to the performance of the Board, its Committee, Chairperson and individual directors.
- From the individual ratings received from the Directors, a report on summary of ratings in respect of performance evaluation of the Board, its Committees, Chairperson and individual Directors for FY 2024-25 and a consolidated report thereof were arrived at.
- The report of performance evaluation so arrived at, was then noted and discussed by the NRC at its meeting held on May 5, 2025.
- Based on the report and evaluation, the NRC at its meetings held on May 5, 2025, determined that appointment of all Independent Directors may continue,



- Area such as 'Effectiveness of the risk management architecture' emerged as one of the key areas of strength in the functioning of the Board/committees.

#### f. Meeting of Independent Directors

Pursuant to Section 149(8) read with Schedule IV of the Act and Chapter VA - Regulation 62N of Listing Regulations, the Independent Directors shall hold at least one meeting in a financial year without the presence of Non-Independent Directors and members of the management. The meeting of Independent Directors of the Company was held on January 29, 2025.

The Independent Directors at the meeting, inter-alia:

- reviewed the performance of Non-Independent Directors and the Board as a whole,
- reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors,
- assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### g. Key Managerial Personnel ("KMP")

In accordance with provisions of Section 203 of the Act, rules made thereunder and Listing Regulations, as amended, the KMP of the Company as on March 31, 2025, is as under:

Name	Designation
Mr. Pankaj Gupta*	Chief Executive Officer ("CEO")
Mr. Kunal Karnani	Chief Financial Officer ("CFO")
Ms. Chunni Singh#	Company Secretary

\*The Board of Directors have appointed Mr. Pankaj Gupta as MD&CEO w.e.f., May 5, 2025, subject to approval of Members at the ensuing AGM.

#Ms. Heer Jayesh Parekh has tendered her resignation as the Company Secretary of the Company w.e.f. April 30, 2024 and the Board of Directors have appointed Ms. Chunni Singh as the Company Secretary of the Company w.e.f. May 1, 2024.

#### h. The disclosures under Schedule V of the Act is as follows:

- **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors. Details of fixed component and performance linked incentives along with the performance criteria:**

Details of sitting fees for attending meetings of the Board/Committees and commission, where applicable paid to the Independent Directors viz. Mr. Hemant Adarkar and Ms. Anisha Motwani for the financial year under review, are provided under MGT-7, copy of the said Annual Return shall be made available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.



- **Service contracts, notice period, severance fees:**  
There is no separate provision for payment of any severance fees to the MD & CEO of the Company. However, there is a provision for notice period of three months from either side.
- **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:**  
No stock options have been granted to any Directors of the Company.

**i. Disclosure pursuant to Section 197 (12) of the Act**

Pursuant to Rule 2A of the Companies (Specification of Definitions Details) Rules, 2014, as amended, public companies which have not listed their equity shares on a recognised stock exchange but have listed their non-convertible debt securities issued on private placement basis in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, shall not be considered as listed company in terms of the Act.

Hence, Section 197(12) of the Act read with rules 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are not applicable.

**j. Committees**

The Company has constituted following Committees pursuant to applicable provisions of the Act, RBI Regulations, Listing Regulations and other applicable laws and internal requirements.

The composition of the respective Committees as on March 31, 2025, is as below:

Name of the Committee	Committee members and designation in the Committee
Audit Committee	1. Ms. Anisha Motwani, Independent Director & Chairperson 2. Mr. Hemant Adarkar, Independent Director 3. Mr. Manish Shah, Non-Executive Director
Nomination & Remuneration Committee	1. Mr. Hemant Adarkar, Independent Director & Chairperson 2. Ms. Anisha Motwani, Independent Director 3. Mr. Manish Shah, Non-Executive Director
Corporate Social Responsibility Committee	1. Ms. Anisha Motwani, Independent Director & Chairperson 2. Mr. Hemant Adarkar, Independent Director 3. Mr. Manish Shah, Non-Executive Director
Stakeholders Relationship Committee	1. Mr. Hemant Adarkar, Independent Director & Chairperson 2. Mr. Pirojsha Godrej, Non-Executive Director 3. Mr. Manish Shah, Non-Executive Director
Risk Management Committee	1. Ms. Anisha Motwani, Independent Director & Chairperson 2. Mr. Manish Shah, Non-Executive Director 3. Ms. Shalinee Mimani, Chief Risk Officer



Customer Service Committee (previously named as Grievance Redressal Committee)	<ol style="list-style-type: none"> <li>1. Ms. Anisha Motwani, Independent Director &amp; Chairperson</li> <li>2. Mr. Manish Shah, Non-Executive director</li> <li>3. Mr. Pankaj Gupta, Chief Executive Officer</li> </ol>
IT Strategy Committee	<ol style="list-style-type: none"> <li>1. Mr. Hemant Adarkar, Independent Director &amp; Chairperson</li> <li>2. Ms. Anisha Motwani, Independent Director</li> <li>3. Mr. Manish Shah, Non-Executive Director</li> <li>4. Ms. Jyothirlatha B, Chief Technology Officer</li> </ol>
IT Steering Committee	<ol style="list-style-type: none"> <li>1. Mr. Pankaj Gupta, Chief Executive Officer &amp; Chairperson</li> <li>2. Mr. Kunal Karnani, Chief Financial Officer</li> <li>3. Ms. Jyothirlatha B, Chief Technology Officer</li> </ol>
Credit Committee	<ol style="list-style-type: none"> <li>1. Mr. Pirojsha Godrej, Non-Executive Director &amp; Chairperson</li> <li>2. Mr. Manish Shah, Non-Executive Director</li> <li>3. Mr. Pankaj Gupta, Chief Executive Officer</li> <li>4. Ms. Shalinee Mimani, Chief Risk Officer</li> </ol>
Asset Liability Management Committee	<ol style="list-style-type: none"> <li>1. Mr. Pankaj Gupta, Chief Executive Officer &amp; Chairperson</li> <li>2. Mr. Manish Shah, Non-Executive Director</li> <li>3. Mr. Kunal Karnani, Chief Financial Officer</li> <li>4. Mr. Gaurav Tanna, Chief Credit &amp; Operations Officer</li> </ol>
Borrowing & Investment Committee	<ol style="list-style-type: none"> <li>1. Mr. Manish Shah, Non- Executive Director &amp; Chairperson</li> <li>2. Mr. Pankaj Gupta, Chief Executive Officer</li> <li>3. Mr. Kunal Karnani, Chief Financial Officer</li> </ol>
Whistle blower Committee	<ol style="list-style-type: none"> <li>1. Mr. Pankaj Gupta, Chief Executive Officer &amp; Chairperson</li> <li>2. Ms. Shalinee Mimani, Chief Risk Officer</li> <li>3. Mr. V. Swaminathan, Head - Corporate Audit &amp; Assurance</li> <li>4. Ms. Bhavya Misra, Chief Human Resources Officer</li> </ol>
Product Committee	<ol style="list-style-type: none"> <li>1. Mr. Pankaj Gupta, Chief Executive Officer &amp; Chairperson</li> <li>2. Mr. Kunal Karnani, Chief Financial Officer</li> <li>3. Ms. Shalinee Mimani, Chief Risk Officer</li> <li>4. Ms. Jyothirlatha B., Chief Technology Officer</li> <li>5. Mr. Yogesh Jain, Chief Compliance Officer</li> <li>6. Mr. Gaurav Tanna, Chief Credit &amp; Operations Officer</li> </ol>
Internal Committee	<ol style="list-style-type: none"> <li>1. Ms. Bhavya Misra, Chief Human Resource Officer - Presiding Officer</li> <li>2. Mr. Pankaj Gupta, Chief Executive Officer</li> <li>3. Ms. Jyothirlatha B, Chief Technology Officer</li> <li>4. Ms. Shalinee Mimani, Chief Risk Officer</li> <li>5. Ms. Amber Bawa, Head - Talent Strategy &amp; Employee Experience</li> </ol>



		6. Mr. Sandip Barmera, Head - Operations 7. Ms. Raheen Jummani, External member
Information Security Committee		1. Ms. Shalinee Mimani, Chief Risk Officer & Chairperson 2. Ms. Jyothirlatha B., Chief Technology Officer 3. Mr. Rupesh Poojary, Chief Information Security Officer
Special Committee of the Board for Monitoring and Follow-up of cases of Frauds*		1. Mr. Pankaj Gupta, Chief Executive Officer & Chairperson 2. Ms. Shalinee Mimani, Chief Risk Officer 3. Mr. Ripudaman Singh, Head - Collections & FCU
Willful Defaulter Identification Committee*		1. Ms. Shalinee Mimani, Chief Risk Officer & Chairperson 2. Mr. Yogesh Jain, Chief Compliance Officer 3. Mr. Gaurav Tanna, Chief Credit & Operations Officer 4. Mr. Ripudaman Singh, Head - Collections & FCU
Willful Defaulter Review Committee*		1. Mr. Pankaj Gupta, Chief Executive Officer & Chairperson 2. Mr. Manish Shah, Non-Executive Director 3. Mr. Hemant Adarkar, Independent Director 4. Mrs. Anisha Motwani, Independent Director

\*Constituted on October 22, 2024.

All recommendations of the Audit Committee were accepted by the Board.

During the financial year under review, following changes relating to Committees of the Company took place:

**Constitution of following committees:**

- Corporate Social Responsibility Committee w.e.f. August 2, 2024
- Stakeholders Relationship Committee w.e.f. August 2, 2024
- Special Committee of the Board for Monitoring and Follow-up of cases of Frauds (SCBMF) w.e.f. October 22, 2024
- Willful Defaulter Review Committee w.e.f. October 22, 2024
- Willful Defaulter Identification Committee w.e.f. October 22, 2024

**Reconstitution of following existing committees:**

- Reconstitution of IT Steering Committee w.e.f. April 30, 2024 by:
  - Removal of Mr. Manish Shah, Non-Executive Director as Chairperson of the Committee.
  - Redesignation of Mr. Pankaj Gupta, Chief Executive Officer as Chairperson of the Committee,
  - Addition of Mr. Kunal Karnani, Chief Financial Officer as Member of the Committee.
- Reconstitution of Borrowing & Investment Committee w.e.f. April 30, 2024 by:
  - Addition of Mr. Pankaj Gupta, Chief Executive Officer as Member of the Committee.
- Reconstitution of Whistle Blower Committee w.e.f. April 30, 2024 by:



- Removal of Mr. Manish Shah, Non-Executive Director as Chairperson of the Committee.
- Addition of Mr. Pankaj Gupta, Chief Executive Officer as Chairperson of the Committee,
- Addition of Ms. Bhavya Misra, Chief Human Resource Officer as Member of the Committee.
- Reconstitution of Internal Committee w.e.f. April 30, 2024 by:
  - Redesignation of Ms. Shalinee Mimani, Chief Risk Officer as Member of the Committee.
  - Addition of Ms. Bhavya Misra, Chief Human Resource Officer as Presiding Officer of the Committee.
- Reconstitution of Asset Liability Management Committee w.e.f. January 29, 2025 by:
  - Removal of Mr. Pirojsha Godrej, Non-Executive Chairperson as Member of the Committee.
  - Addition of Mr. Gaurav Tanna, Chief Credit & Operations Officer as Member of the Committee.
- Reconstitution of Willful Defaulter Identification Committee w.e.f. January 29, 2025 by:
  - Addition of Mr. Gaurav Tanna, Chief Credit & Operations Officer as Member of the Committee.
- Reconstitution of Product Committee w.e.f. January 29, 2025 by:
  - Redesignation of Mr. Pankaj Gupta, Chief Executive Officer as Chairperson of the Committee.
  - Redesignation of Mr. Kunal Karnani, Chief Financial Officer as Member of the Committee.
  - Addition of Mr. Gaurav Tanna, Chief Credit & Operations Officer as Member of the Committee.

#### **4. MATTERS RELATED TO BOARD / COMMITTEE MEETINGS, POLICIES AND OTHER RELATED DISCLOSURES:**

##### **a. Number of Meetings conducted during the financial year under review:**

Table containing details of Board and Committee Meetings along with dates are as follows:

S. No	Title of Body	No. of Meeting(s)	Date of Meeting(s)
1.	Board of Directors	4 (Four)	1. April 30, 2024 2. August 2, 2024 3. October 22, 2024 4. January 29, 2025
2.	Audit Committee	5 (Five)	1. April 30, 2024 2. August 2, 2024 3. October 22, 2024 4. January 29, 2025 5. March 4, 2025
3.	Nomination & Remuneration Committee	2 (Two)	1. April 30, 2024 2. January 29, 2025



4.	Risk Management Committee	4 (Four)	<ol style="list-style-type: none"> <li>1. April 17, 2024</li> <li>2. July 26, 2024</li> <li>3. October 21, 2024</li> <li>4. January 29, 2025</li> </ol>
5.	Customer Service Committee	4 (Four)	<ol style="list-style-type: none"> <li>1. April 17, 2024</li> <li>2. July 26, 2024</li> <li>3. October 21, 2024</li> <li>4. January 24, 2025</li> </ol>
6.	Corporate Social Responsibility Committee*	-	-
7.	IT Strategy Committee	4 (Four)	<ol style="list-style-type: none"> <li>1. April 17, 2024</li> <li>2. July 26, 2024</li> <li>3. October 21, 2024</li> <li>4. January 24, 2025</li> </ol>
8.	IT Steering Committee	4 (Four)	<ol style="list-style-type: none"> <li>1. April 2, 2024</li> <li>2. July 2, 2024</li> <li>3. October 7, 2024</li> <li>4. January 14, 2025</li> </ol>
9.	Credit Committee	12 (Twelve)	<ol style="list-style-type: none"> <li>1. April 15, 2024</li> <li>2. May 15, 2024</li> <li>3. June 12, 2024</li> <li>4. July 12, 2024</li> <li>5. August 26, 2024</li> <li>6. September 16, 2024</li> <li>7. October 14, 2024</li> <li>8. November 13, 2024</li> <li>9. December 11, 2024</li> <li>10. January 13, 2025</li> <li>11. February 18, 2025</li> <li>12. March 20, 2025</li> </ol>
10	Asset Liability Management Committee	13 (Thirteen)	<ol style="list-style-type: none"> <li>1. April 3, 2024</li> <li>2. May 15, 2024</li> <li>3. July 26, 2024</li> <li>4. August 5, 2024</li> <li>5. September 20, 2024</li> <li>6. October 8, 2024</li> <li>7. October 23, 2024</li> <li>8. November 28, 2024</li> <li>9. December 24, 2024</li> <li>10. January 17, 2025</li> <li>11. January 23, 2025</li> <li>12. February 27, 2025</li> <li>13. March 20, 2025</li> </ol>
11	Borrowing & Investment Committee	24 (Twenty four)	<ol style="list-style-type: none"> <li>1. May 13, 2024</li> <li>2. June 24, 2024</li> <li>3. July 18, 2024</li> <li>4. July 22, 2024</li> </ol>



			<ul style="list-style-type: none"> <li>5. July 25, 2024</li> <li>6. August 7, 2024</li> <li>7. August 14, 2024</li> <li>8. August 26, 2024</li> <li>9. September 19, 2024</li> <li>10. September 23, 2024</li> <li>11. September 27, 2024</li> <li>12. October 28, 2024</li> <li>13. November 25, 2024</li> <li>14. December 17, 2024</li> <li>15. December 23, 2024</li> <li>16. December 30, 2024</li> <li>17. January 24, 2025</li> <li>18. February 4, 2025</li> <li>19. February 25, 2025</li> <li>20. March 11, 2025</li> <li>21. March 17, 2025</li> <li>22. March 19, 2025</li> <li>23. March 20, 2025</li> <li>24. March 27, 2025</li> </ul>
12	Whistle blower Committee	1 (One)	1. March 24, 2025
13	Product Committee	5 (Five)	<ul style="list-style-type: none"> <li>1. April 15, 2024</li> <li>2. August 26, 2024</li> <li>3. October 23, 2024</li> <li>4. January 24, 2025</li> <li>5. March 20, 2025</li> </ul>
14	Internal Committee	1 (One)	1. June 27, 2024
15	Information Security Committee	4 (Four)	<ul style="list-style-type: none"> <li>1. April 15, 2024</li> <li>2. July 26, 2024</li> <li>3. December 4, 2024</li> <li>4. March 17, 2025</li> </ul>
16	Special Committee of the Board for Monitoring and Follow-up of cases of Frauds	1 (One)	1. December 4, 2024
17	Stakeholders Relationship Committee	1 (One)	1. January 29, 2025
18	Willful Defaulter Identification Committee	2 (Two)	<ul style="list-style-type: none"> <li>1. November 27, 2024</li> <li>2. February 24, 2025</li> </ul>
19	Willful Defaulter Review Committee	1 (One)	1. January 24, 2025



*\*During the financial year 2024-25, meeting of Corporate Social Responsibility Committee was not held as the Company does not fall under criteria for mandatory spend under Section 135 of the Act.*

The maximum gap between two Board Meetings did not exceed one hundred and twenty days and requisite quorum was present in each meeting as permitted under the provisions of the Act.

In terms of Schedule IV of the Act and Chapter VA - Regulation 62N of Listing Regulations, a meeting of Independent Directors of the Company was held on January 29, 2025.

The AGM for FY 2023-24 was held on May 21, 2024, at the Registered office of the Company.

Attendance of each Director at the Board Meetings and the last AGM is given under:

Names of Directors	Category	No. of Board Meetings		Attendance at Last AGM held on May 21, 2024
		Held during Director's tenure	Attended	
Mr. Pirojsha Godrej	Non-Executive Chairperson	4	4	Yes
Mr. Hemant Adarkar	Independent Director	4	4	No
Ms. Anisha Motwani	Independent Director	4	4	No
Mr. Manish Shah	Non-Executive Director	4	4	Yes

#### b. Directors' Responsibility Statement

The Directors, based on the representations received from the operational management, confirm in pursuance to provisions of Section 134(5) of the Act, that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any,
- such accounting policies have been selected and applied consistently, and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period,
- that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company, for preventing and detecting fraud and other irregularities,
- that the annual accounts have been prepared on a going concern basis,
- that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively,



- that proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

### c. Policies

Your Company has adopted various policies pursuant to applicable laws and business/governance requirements, from time to time and the same have been approved by the Board of Directors on the recommendation of respective Committees.

The Company conducts review of all policies of the Company on annual basis to incorporate amendments, if any required pursuant to regulatory/business requirements.

#### **Policy on directors' appointment and remuneration/compensation for Directors, Senior Management Personnel, Key Managerial Personnel and other Employees**

In terms of section 178 of the Act and provisions of Listing Regulations, the Board of Directors of the Company have formulated Nomination & Remuneration Policy ("Policy") ensuring the criteria for evaluation of performance and determination of remuneration based on the performance of Directors, KMPs and Senior Management.

Further, Para 99 and Annexure XXIV of RBI SBR Directions 2023, Company is required to put in place a Board approved compensation policy which is covered in Nomination & Remuneration Policy.

Section 134 of the Act stipulates that the Board's Report is required to include a statement on Company's Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and remuneration for KMPs and other employees.

In view of the aforesaid, the Board of Directors has, based on the recommendation of the NRC, approved the Policy known as "Nomination & Remuneration Policy" which is available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.

This Policy lays down detailed framework, inter alia, encompassing the following:

- Purpose of the policy i.e. to guide the Company in relation to appointment, removal of Directors, KMPs and Senior Management of the Company,
- Formulation of criteria for:
  - Appointment and removal of Directors, KMPs and Senior Management
  - Remuneration for the Directors, KMPs and Senior Management
- Conducting performance evaluation of Directors, its Committees, KMP, Senior Management,
- Factors to be considered for invoking malus / clawback,
- Roles and responsibilities of the Board and NRC Committee, such as to formulate NRC Policy, recommend appointment / remuneration of Directors, KMP, senior management etc.

During the financial year under review, the Policy was amended to carry out the changes as required under applicable regulatory guidelines.



### Whistle Blower Policy

The Company has a whistle blower policy encompassing vigil mechanism pursuant to requirements of Section 177(9) of the Act and Schedule VA - Regulation 62J of the Listing Regulations and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The whistle blower policy/vigil mechanism enables a director or an employee to report to the management, without fear of victimization, any unacceptable and/or unethical behavior, suspected or actual fraud, violation of the Company's Code of Conduct or ethics policy and instances of leak or suspected leak of unpublished price sensitive information which are detrimental to the organization's interest. It provides safeguards against victimization of directors/employees who avail of the mechanism and allows for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The policy has been communicated to the employees within the organization and has been hosted on the Company's website and can be accessed at <https://finance.godrejcapital.com/gf/information-and-policies>.

During the financial year under review, no employee was denied access to the Chairperson of the Audit Committee under this policy and no complaint was received under the vigil mechanism of the Company.

### Corporate Social Responsibility Policy

During the year under review, the Board of Directors at their meeting held on August 2, 2024, constituted the Corporate Social Responsibility ("CSR") Committee of the Company, pursuant to provisions of Section 135 of the Act read with applicable rules thereunder. The composition of the CSR Committee is provided under the section "Committees of Board" forming part of this Report.

Further, the Company has adopted the Corporate Social Responsibility (CSR) Policy of the Company in accordance with the requirements of the Act containing details specified therein, which is available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.

Salient features of the policy include:

- Purpose and policy statement including the rationale for adoption of CSR Policy
- Roles and responsibilities of Board of Directors, such as approving CSR Policy, monitoring the implementation of CSR projects/activities with reference to the approved timelines and year-wise allocation and make modifications, if any, for smooth implementation of the project/activity within the overall permissible time period (as and when Company falls under the category of mandatory spending under CSR), taking into account the recommendations of the CSR Committee
- Roles and responsibilities of CSR Committee, such as to formulate CSR Policy indicating the projects/activities to be undertaken by Company as per regulatory requirements and



recommend the same to the Board, monitor the implementation of the CSR Policy from time to time, etc.

- Principles guiding CSR initiatives and contributions.

During the year under review, there was no amendment made to the CSR Policy.

Your Company has become profitable in FY 2024-25, however, it does not fall under the category of mandatory spending for CSR as per the Act. Further, once the Company falls under the category of mandatory spending for CSR, the Company would identify the suitable CSR projects/activities in line with CSR Policy.

An Annual Report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended is annexed as **Annexure A** to the report.

#### **d. Internal Financial Controls**

The Board has laid down Internal Financial Controls ("IFC") within the meaning of the explanation to section 134(5)(e) of the Act. Considering that Company has (a) sufficiently staffed finance team working under robust processes, (b) independent internal audit team and (c) quarterly Statutory Audits, the Board believes that the Company has established sound IFC commensurate with the nature and size of its business.

#### **e. Internal Control Systems**

The Company has instituted adequate internal control systems commensurate with the nature of its business and the size of its operations. Internal audit is carried out by an inhouse team to evaluate the adequacy of all internal controls and processes.

All significant audit observations and follow-up actions thereon are reported to the Audit Committee. The Audit Committee comprises of three directors of which two are independent directors.

The Audit committee reviews the internal audit reports and the adequacy and effectiveness of internal controls.

#### **f. Business Continuity and Cyber Security**

The Company has a well-documented Business Continuity Management Programme which has been designed to ensure continuity of critical processes during any disruption. A robust Disaster Recovery Framework has been put in place to manage business and technology interruption risk, ensure uninterrupted operations and service to customers. The Company also has a business continuity policy to have a planned response in the event of any contingency, ensuring recovery of critical activities at agreed levels within timeframe, thereby complying with various regulatory requirements and minimising the potential business impact on the Company. All the business critical processes are tested in a timely manner for Business continuity.

Throughout the year, there was a continued focus on Cyber Security and the Company continued to invest in a strong Cyber Defence Programme. Ensuring the security of our data



and systems is our top priority, we have enhanced our cybersecurity posture by reinforcing relevant processes, conducting cybersecurity campaigns and investing in advanced technologies. The implementation of various security technologies and processes has accelerated the maintenance of system security through active monitoring, alerting and proactive resolutions. Additionally, we have adopted a continuous scanning strategy for our digital assets, allowing for enhancement in security controls and configurations.

**g. Copy of Annual Return**

In terms of Section 92 of the Act read with Rule 12 of Companies (Management and Administration) Rules, as amended, copy of Annual Return of the Company in form MGT-7 shall be available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.

**h. Confirmation on Fraud, misfeasance or any irregularity in the Company**

There were no instances of fraud, misfeasance or irregularity detected and reported in the Company during the financial year under review.

**5. AUDITORS AND THEIR REPORTS:**

The matters related to Auditors and their Reports are as under:

**a. Statutory Auditors**

The Members of the Company on the recommendation of the Board of Directors and Audit Committee, had at the AGM held on May 21, 2024, appointed M/s Batliboi & Purohit, Chartered Accountants, Firm Registration No.: 101048W, as the Statutory Auditors of the Company for a period of 3 (three) years, commencing from conclusion of the 33rd (Thirty-Third) AGM until the conclusion of the 36th (Thirty-Sixth) AGM of the Company, in line with guidelines for appointment of Statutory Central Auditors /Statutory Auditors of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India dated April 27, 2021.

**b. Statutory Audit Report**

M/s Batliboi & Purohit, Statutory Auditors have submitted the Auditors Report(s) which has been prepared in line with provisions of the Act, RBI SBR Directions 2023 and other extant RBI guidelines.

The aforesaid Report does not contain any qualifications, reservations, adverse remarks or disclaimers and therefore does not call for any explanation or comments from the Board under Section 134(3) of the Act.

However, clarifications wherever necessary have been included in the 'Notes to Accounts' of the Annual Report.



### c. Secretarial Audit Report

Pursuant to Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and Chapter VA - Regulation 62M of Listing Regulations, as amended, the Audit Committee and Board of Directors had appointed M/s Rath and Associates, Companies Secretaries (Membership No.: 8568; Certificate of Practice No.: 10286, Peer Reviewed Firm Registration No.: P1988MH011900) as Secretarial Auditors of Company to undertake Secretarial Audit of the Company for FY 2024-25.

The Secretarial Audit Report for FY 2024-25 is appended as **Annexure B** to this Report and same was noted by the Board of Directors at their meeting held on May 5, 2025.

Pursuant to Chapter VA - Regulation 62M of Listing Regulations, a report on secretarial compliance for FY 2024-25 has been issued by M/s Rath and Associates, Company Secretaries and the same has been submitted with the stock exchange within the prescribed timelines. The said report is available on the website of the Company.

The aforesaid report does not contain any qualifications, reservations, adverse remarks or disclaimers and therefore, does not call for any explanation or comments from the Board under Section 134(3) of the Act.

### d. Internal and Concurrent Audit

Internal and Concurrent Audit function provides an independent view to Audit Committee on the quality and efficacy of the internal controls, governance systems and processes.

Pursuant to Section 138 of the Act read with Rule 13 of the Companies (Accounts) Rules, 2014, as amended, the Board of Directors have appointed Mr. V. Swaminathan, Head - Corporate Audit & Assurance to undertake Internal Audit of the Company.

Further, the Board of Directors have appointed M/s JHS Associates to undertake Concurrent Audit of the Company.

In line with the RBI's guidelines on Risk Based Internal Audit (RBIA), your Company has appointed Mr. V. Swaminathan, as Head of Internal Audit of the Company for a term of 3 years with effect from April 30, 2024. Further, Company has also adopted a Risk Based Internal Audit policy.

At the beginning of each financial year, an audit plan is rolled out after approval of the Audit Committee. The Audit Committee regularly reviews the internal audit reports along with the corrective and preventive actions thereon. Significant audit observations, corrective and preventive actions thereon are presented to the Audit Committee on a quarterly basis.

Further, the Audit Committee also conducts performance review of the Internal and Concurrent Auditors on annual basis.

**e. Information system audit**

Pursuant to Para 30 of the Chapter VI of RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 applicable to Non-Banking Financial Company (NBFC), every NBFC is required to conduct Information Security Audit.

In line with the aforesaid regulations, Information Security Audit for the financial year under review was conducted in accordance with the regulatory framework applicable to the Company and scope approved by the Audit Committee.

The audit revealed no major material adverse observations. Necessary continuous improvement actions are being taken in line with the audit observations.

**f. Fraud Reporting**

There has been no instance of fraud reported by the Auditors under Section 143(12) of the Act and the rules framed thereunder, either to the Company or to the Central Government.

**6. DISCLOSURES PERTAINING TO APPLICABLE RBI/SEBI GUIDELINES/COMPANIES ACT:****a. Risk Management**

Your Company has a well-defined risk governance structure which provides for identification, assessment, and management of risks. Risk management involves making decisions and establishing governance systems that embed and support effective risk process, as well as building an organizational culture that supports agility.

The Board has delegated responsibility of overseeing Risk management framework to the Risk Management Committee ("RMC").

The RMC of your Company comprises of Ms. Anisha Motwani, Independent Director & Chairperson of the Committee, Mr. Manish Shah, Non-Executive Director and Ms. Shalinee Mimani, Chief Risk Officer.

The RMC is responsible for reviewing the risks associated with the business of the Company, its root causes and efficacy of the measures taken to mitigate the same.

The Company has also put in place a Risk Management Policy to provide guidance to the Board/RMC regarding management of risk to support achievement of corporate objectives, protect staff, business assets and ensure financial sustainability and identification of elements of risks, fraud detection, monitoring of transactions and post default action.

With this objective in mind, the Board of Directors on recommendation of the RMC approved an Enterprise Risk Management ("ERM") Framework at their meeting held on February 1, 2023. The ERM Framework comprises of following:



- Identification of top risks affecting the Company both at Department level and Enterprise level and preparation of separate Risk Register at Department and Enterprise level.
- Prioritization of the identified risks as per the strategic priorities of the Company and assignment of owners for top risks.
- Understanding existing mitigation measures, development of additional mitigation plans and defining Key Risk Indicator (“KRI”) and appetite thresholds for top risks.
- Cognizance of the key risks which shall be monitored at Enterprise Level and presented to the RMC on a continuous basis.

Update on top risks arising from ERM Framework is placed before the RMC on a quarterly basis.

#### **b. Internal Guidelines on Corporate Governance**

In line with adoption of best practices and greater transparency in the operations of the Company and in compliance with Para 100 of RBI SBR Directions 2023 read with Chapter XI, the Board of Directors of the Company have approved and adopted Internal Guidelines on Corporate Governance (“CG Guidelines”).

Update on compliance status with CG guidelines is placed before the Board on annual basis.

During the financial year under review, GC Guidelines were amended to carry out the changes as required under applicable regulatory guidelines.

CG Guidelines are available on website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.

#### **c. Information required pursuant to Section II of Annexure VII of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023**

- All pecuniary relationship or transactions of the Non-Executive Directors – Nil
- Management Discussion and Analysis Report – Appended as Annexure C to this Report.

#### **d. Disclosure pursuant to Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023:**

Pursuant to Para No. 37.4.4 of these directions, Company does not lend against collateral of bullion/primary gold/gold coins or for purchase of gold in any form during the financial year 2024-25.

#### **e. Monitoring of Operational Risk under RBI Guidance Note on Management of Operational Risk:**

The Company has established an Operational Risk Management Framework that aligns with the principle that the frequency and intensity of monitoring should be commensurate with the level of risk involved. Operational risk monitoring is embedded into day-to-day business activities across departments, with clear reporting lines and accountability, risk identification, assessment, incident tracking, and control testing. Any significant observations or trends shall be reported appropriately.



Further, outcomes of operational risk monitoring, including risk events, mitigation actions, and control effectiveness, will be periodically reported to senior management and will form an integral part of Board-level risk reporting. This shall ensure that the Board remains informed and involved in the oversight of operational risk.

## **7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

### **a. Conservation of Energy and Technology Absorption:**

There is no information to disclose under the head 'Conservation of Energy and Technology Absorption' since the Company is engaged in providing financial services. However, the Company understands the importance of energy conservation from the perspective of protection of the environment.

### **b. Foreign Exchange and Earnings/ Outgo:**

	(Rs in Lakhs.)	
	For the Financial year ended as on 31 <sup>st</sup> March 2025	For the Financial year ended as on 31 <sup>st</sup> March 2024
Actual Foreign Exchange earnings	-	-
Actual Foreign Exchange outgo	Rs. 541.94	Rs. 137.00

## **8. CORPORATE GOVERNANCE:**

In terms of the Listing Regulations, a separate report on the "Corporate Governance" has been included in Annual Report.

The MD&CEO and the Chief Financial Officer have certified to the Board in relation to the financial statements and other matters as specified in the Listing Regulations.

A certificate from Rathi & Associates, Company Secretaries, Secretarial Auditor of the Company regarding compliance of conditions of corporate governance is annexed as Annexure D to this Report.

## **9. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013:**

Your Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has also constituted an Internal Committee in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended, and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.



During the financial year under review, the Company had received one complaint on sexual harassment which was closed.

The Company has also conducted 2 (Two) training program(s) in FY 2024-25 on Prevention of Sexual Harassment at workplace.

#### **10. SECRETARIAL STANDARDS:**

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors ("SS-1") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI").

#### **11. COMPLIANCES REGARDING INSIDER TRADING:**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, ('SEBI PIT Regulations'), as amended, the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders ('Code of Conduct') and a code of practices and procedures for fair disclosure of unpublished price sensitive information ('Code of Fair Disclosure').

The status of compliance with SEBI PIT Regulations are reviewed by Audit Committee and Board on annual basis.

#### **12. LISTING:**

The Non-Convertible Debentures issued by the Company are listed on National Stock Exchange of India Limited and Commercial Papers are listed on BSE Limited.

#### **13. DEBENTURE TRUSTEE:**

The details of the debenture trustee appointed for the privately placed debentures of the Company is as below:

Catalyst Trusteeship Ltd.  
GDA House, Plot No. 85,  
Bhusari Colony (Right),  
Paud Road, Kothrud,  
Pune – 411 038  
Tel No. (020) 66807200  
Email ID: dt@ctltrustee.com

#### **14. GENERAL:**

Your Directors state that no disclosure or reporting is required in respect of following items as there were no transactions pertaining to these items during the financial year under review:

- Significant material changes and commitments between the end of the financial year of the Company and the date of the Report which could affect the Company's financial position.
- Penalties levied by the RBI/any other regulators during the financial year under review.



- Receipt of any remuneration or commission from its Holding Entity by any Director or Key Managerial Personnel of the Company.
- Revision of the financial statements of the previous years.
- Exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act.
- Significant material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
- Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Act.
- Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).
- Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.
- Suspension of debentures of the Company from trading on account of any corporate action or otherwise.
- Default in repayment of loans from any banks and financial institutions.

#### 15. ACKNOWLEDGEMENTS:

Your directors take this opportunity to express their sincere gratitude to the customers and investors of the Company for their confidence and patronage; to the shareholders, regulatory bodies, bankers, financial institutions, rating agencies, trustees for debenture holders and other stakeholders for their unyielding support and guidance; and to the employees for their commitment, hard work and zeal during the financial year.

For and on behalf of the Board of Directors  
For Godrej Finance Limited

  
Pankaj Gupta  
MD&CEO  
DIN: 10891578



  
Manish Shah  
Non-Executive Director  
DIN: 06422627

Place: Mumbai  
Date: May 5, 2025

#### Registered Office:

Godrej One, Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai 400 079  
CIN: U67120MH1992PLC065457  
Tel No.: 022 -68815555

**Annual Report on Corporate Social Responsibility (“CSR”) [Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]**

As required under Section 135(4) of the Companies Act, 2013 and Rule 9 of Companies (Accounts) Rules, 2014, the details with respect to CSR are as follows:

**1. Brief outline on CSR Policy of the Company**

The Company has prepared the Corporate Social Responsibility Policy (“CSR Policy”) in alignment with its objective, principles and values, delineating its responsibility as a socially and environmentally responsible corporate citizen. This CSR Policy lays down the principles and mechanisms for undertaking various programs in accordance with the requirements provided under Section 135 of The Companies Act 2013 (“the Act”), read with Schedule VII to the Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended along with subsequent amendments.

Basis the applicability of Section 135 of the Act, the Board of the Directors of the Company has approved CSR Policy at their meeting held on August 2, 2024. Any or all provisions of this CSR Policy are subject to the applicable provisions of the Act, and any subsequent amendments thereof made from time to time.

**2. Composition of CSR Committee**

Composition of CSR Committee as on March 31, 2025 is as below:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Anisha Motwani	Independent Director & Chairperson of Committee	0	0
2.	Mr. Hemant Adarkar	Independent Director	0	0
3.	Mr. Manish Shah	Non-Executive Director	0	0

*Note: Since the Company does not fall under criteria for mandatory spend under Section 135 of Companies Act, 2013, there were no CSR meeting held during the financial year 2024-25.*



3. Web-link where the following are disclosed on the website of the Company:

- a. Composition of CSR Committee and CSR Policy:  
<https://finance.godrejcapital.com/gf/information-and-policies>
- b. CSR Projects approved by Board: The Company does not fall under the category of mandatory spending for CSR as per the Act, as the Company has become profitable in FY 2024-25.

Further, once the Company falls under the category of mandatory spending for CSR, the Company would identify the suitable CSR projects/activities in line with CSR Policy. The Company will also establish a robust project/activity monitoring and evaluation mechanism for such CSR spends to ensure that every project/activity is in accordance with the requirements under the Act.

4. Executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): NA
5. (a) Average Net Profit / (Loss) of the Company as per section 135(5): Rs. - (37,09,28,646.85)
- (b) Two percent of Average Net Profit / (Loss) of the Company as per section 135(5): Rs. (74,18,572.94)
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NA
- (d) Amount required to be set off for the financial year, if any: NA
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)] 2024-25: Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): NA
- (b) Amount spent in Administrative Overheads - NA
- (c) Amount spent on Impact Assessment, if applicable- NA
- (d) Total amount spent for the Financial Year 2024-25 [(a)+(b)+(c)]- NA
- (e) CSR amount spent or unspent for the Financial Year: NA

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NA					



(f) Excess amount for set-off, if any:

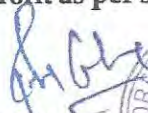
Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit / (loss) of the Company as per section 135(5)	(74,18,572.94)
(ii)	Total amount spent for the Financial Year	NA
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

7. Details of Unspent CSR amount for the preceding three financial years: Not applicable. The Company was not required to spend amounts towards CSR activities as per Act.

Sr. No.	Preceding financial year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of Section 135 (in Rs.)	Amount spent in the reporting financial year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(5), if any		Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
NA								

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135: NA

  
Pankaj Gupta  
MD&CEO  
DIN: 10891578



  
Anisha Motwani  
Independent Director, Chairperson of CSR Committee  
DIN: 06943493

Place: Mumbai  
Date: May 5, 2025

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

### FORM NO. MR-3 SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2025**

To,  
The Members  
**GODREJ FINANCE LIMITED**  
Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East), Mumbai - 400079

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Godrej Finance Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- i. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the financial year ended on 31<sup>st</sup> March, 2025, according to the provisions of:
  - (i) The Companies Act, 2013 (“the Act”) and the rules made there under to the extent applicable;
  - (ii) The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
  - (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under Overseas Direct Investment and External Commercial Borrowings; (*applicable to the extent of Foreign Direct Investment*);



- (iv) The following Regulations, Guidelines and Circulars prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 *to the extent applicable*;
  - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 *to the extent applicable*;
  - c. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
  - d. Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024,
  - e. Master Circular for listing obligations and disclosure requirements for Nonconvertible Securities, Securitized Debt Instruments and/ or Commercial Paper (*applicable to the extent of Commercial Papers listed by the Company*) dated May 21, 2024.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") were not applicable to the Company during the audit period under report viz.:
- i. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder;
  - ii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - iv. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding dealing with client; and
  - vii. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
3. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company viz.

Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

We have also examined compliance with the applicable clauses of Secretarial Standards – 1 and 2 issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members have communicated dissenting views, in the matters/agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As regards, events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. we report that during the year under report:

- (i) The Company issued Equity Shares of face value of Rs. 10/- each on Rights basis, ranking pari passu with the existing Equity Shares of the Company, at a premium of Rs. 22/- per Equity Share to the existing Shareholders of the Company, as per the following details:

Date of Allotment	No. of Equity Shares	Issue price (including Premium) per Share (in Rs.)	Total Consideration (In Rs.)
19.06.2024	7,81,25,000	32	2,50,00,00,000
25.09.2024	15,40,51,743	32	4,92,96,55,776
<b>Total</b>	<b>23,21,76,743</b>		<b>7,42,96,55,776</b>

- (ii) The following Non- Convertible Debentures (NCD's) issued by the Company were listed on the National Stock Exchange of India Limited (NSE Limited):

ISIN	Face Value per NCD	Total no of NCDs	Listing Date	Maturity Date
INE02KN07048	1,00,000	25,000	26-07-2024	25-11-2027
INE02KN07055	1,00,000	20,000	30-09-2024	25-09-2026
INE02KN07063	1,00,000	20,000	31-12-2024	30-12-2026
INE02KN07071	1,00,000	20,000	21-03-2025	20-03-2028
INE02KN07071	1,00,000	12,500	02-04-2025	20-03-2028



(iii) The Shareholders of the Company, at the Annual General Meeting (AGM) held on 21<sup>st</sup> May, 2024 approved the following:

- (a) Appointment of M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W), as the Statutory Auditor of the Company for a period of 3 (Three) years i.e. till the conclusion of AGM to be held in the year 2027.
- (b) Payment of commission to Independent Director of the Company for F.Y. 2023-24
- (c) Authority to the Board of Directors for borrowing monies upto Rs. 12,500 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013;
- (d) Authority to the Board of Directors to secure credit facilities upto Rs. 12,500 Crores pursuant to Section 180(1)(a) of the Companies Act, 2013;
- (e) Authority to the Board of Directors to issue listed/unlisted, secured/ unsecured Non-convertible debentures on private placement basis upto Rs. 3000 Crores.

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**



**Place: Mumbai  
Date: May 5, 2025**

*Neha R Lahoty*

**NEHA R LAHOTY**

**PARTNER**

**M. NO. FCS 8568**

**C.P. No. 10286**

**UDIN: F008568G000265374**

**P.R. Certificate No.: 6391/2025**

Note: This report should be read with our letter which is annexed as Annexure II and forms an integral part of this report.

**List of documents verified**

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31<sup>st</sup> March 2024.
3. Minutes of the meetings of the Board of Directors and Committees held during the financial year under report along with Attendance Register.
4. Proof of circulation & Delivery of notice for Board meetings and Committee Meetings.
5. Proof of circulation of draft Board and Committee meetings minutes as per Secretarial Standards.
6. Various Policies made under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Copies of Notice, Agenda and Notes to Agenda submitted to all the directors / members for the Board Meetings and Committee Meetings as well as resolutions passed by circulation;
8. Minutes of General Body Meetings held during the financial year under report.
9. Statutory registers applicable to the Company under the Companies Act, 2013.
10. Agenda papers submitted to all the Directors/members for the Board Meetings.
11. Declarations/Disclosures received from the Directors/ Chief Financial Officer of the Company pursuant to the provisions of Section 184(1), Section 164(2) and Section 149(7) of the Companies Act, 2013.
12. e-Forms filed by the Company from time to time under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
13. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report;
14. Statement of Related Party Transactions entered into by the Company during the financial year under report;
15. Details of Sitting Fees paid to all Non - Executive Directors for attending the Board Meetings and Committees.



To  
The Members  
Godrej Finance Limited  
Mumbai

Dear Sirs,

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



NEHA R LAHOTY  
PARTNER

M. NO. FCS 8568

C.P. No. 10286

UDIN: F008568G000265374

P.R. Certificate No.: 6391/2025



Place: Mumbai

Date: May 5, 2025



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Fiscal year 2025 started on a buoyant note with higher growth outlook, strong credit growth albeit with higher inflation. Over the year, some challenges crept in with tightening credit and some upheavals in certain product and customer segments within the economy.

Global challenges kept emerging with the conflicts in various regions which kept the commodity prices volatile and disrupted supply chains. Further to this, with the global growth slowing down, the Advanced Economies (AE) had to face a dual challenge higher inflation and lower growth. In addition to this the trade and supply chains faced additional pressure from the tariff wars playing across all economies.

Amid this uncertainty AEs started to cut interest rates which in turn led to volatility in the currency markets and led to increase in deficits, shortage of foreign reserves and increased uncertainty in most countries.

Closer to home, in India, growth started to slow down and with increasing tightening in credit led to challenges in the credit markets with higher delinquencies in certain segments of the industry.

Despite the near term challenges, India remains one of the more stable economies within the world. India is expected to be fastest growing economies in the world today. With FX pressures stabilizing finally, and with high forex reserves, India will have some cushion to volatility due to currency fluctuations. Additionally, India's dependence on exports is low. India is largely a domestic consumption economy. The direct impact on the economy due to tariffs could hence be lower. Further, India could also benefit from an arbitrage in tariffs and this could see some more manufacturing and distribution supply chains moving into India which is good for the medium to long term.

With the medium to long term growth forecast being intact, we believe that the country will keep needing credit to grow into a USD 5-7 TN economy. Within this, the SME segment, which provides for nearly a third of the GDP and nearly 40-50% of the employment will remain a strong beneficiary. This part of the economy will also need credit to grow. The initiatives from the Government, the small business ecosystem will thrive. Additionally with rising formalization within the economy, these firms will also have increased ability to avail credit from formal channels.

The increasing demand and positive sentiments in the Indian retail credit market presents an opportunity for Godrej Finance to broaden the customer base and better service MSME sector.

For FY 26, it is expected that the SME credit market will expand by 16-18%. While the asset quality in the industry is likely to weaken by about 40-70 BPS the overall profitability is expected to be stable with increasing efficiencies.



## 2. GROWTH AND RISK THEREOF:

The NBFC sector is expected to witness a blend of challenges and growth opportunities. The drive towards digital transformation, the quest for innovative funding mechanisms, and the strategic focus on sectors that fuel economic growth will define the trajectory of the sector. The emphasis on strong risk and governance frameworks, coupled with the sector's ability to adapt to regulatory changes, will be critical in shaping a resilient and vibrant NBFC ecosystem.

The Company is equally committed in helping MSME sector in their growth aspirations and would take various steps in this regard.

Some significant growth opportunities include:

- Growth in the MSME sector would require credit. MSME credit requirement would grow at 15-17% CAGR over next few years.
- Larger financial services entities looking to diversify the funding mix and are likely to include higher incremental share of capital market borrowings, external commercial borrowings and securitisation.
- The RBI's Monetary Policy Committee (MPC) has started reducing rates and increasing liquidity. It is expected that this would result in lower cost of borrowing for the NBFCs and also the end customers which could provide additional impetus to the industry.
- Focus on technology to enhance end-to-end customer journeys and providing enhanced seamless and personalised experience to customers.

Risk factors –

- Reduction in benchmark rates will result in higher competition and lowering of rates whereas the benefit thereof in the cost of funds will take time to trickle in. This will result in lower NIMs for the NBFC sector.
- Competition within this segment is increasing. While some non banking companies have gone through upheavals, newer players have come into this segment and are well capitalised for growth. Banks are also focussing on growing their presence within this segment.

## 3. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE OF THE COMPANY.

The Company focuses on retail lending. It's total Asset Under Management (AUM) as on March 31, 2025 is Rs. 9,20,514.71 Lakhs out of which 56.82% comprises of Loan Against property, 32.56% comprises of Unsecured Business Loans, 4.14% comprises of Construction Finance, 6.43% comprises of Pass through certificates and 0.05% comprises of others.

## 4. OUTLOOK

The Company has a positive outlook for FY 2025-26. The Company has established its business in 48 locations and shall contemplate expanding into more areas.



The Company has made substantial investment in people, processes and technology which is expected to bear fruit this year. As the economy will open up, there is expected to be significant opportunity for growth.

## 5. RISK MANAGEMENT:

### **Overall Risk Management:**

The Company aims to operate within an effective risk management framework to actively manage various risks (including credit risk, market risk, operational risk, fraud risk etc) faced by an NBFC, in a manner consistent with its risk appetite. Accordingly, it has adopted a Risk Management Policy which aims to establish a risk culture and risk governance framework, under the guidance of its Board of Directors, to enable identification, measurement, mitigation, and reporting of risk within the Company.

The Company has an active Risk Management Committee which reviews portfolio quality risk, interest rate and liquidity risk, credit concentration risk, legal risk, regulatory & compliance risk, people risk, IT risk & their impact and mitigation thereto.

### **Credit & Fraud Risk Management:**

All the cases are approved by the Credit Underwriting team and Credit Committee at different levels with respective approval limits.

The Company has established Fraud Containment Unit (FCU) and manages fraud risk by focusing on preventing frauds, ensuring early detection, proactive communication and awareness building on recurrent frauds and how to mitigate them.

### **Asset Liability Management (ALM) & Liquidity Management:**

Asset Liability Management is addressed optimally and within the norms stipulated by RBI/ALM Policy. Company is well positioned to meet its liquidity needs by maintaining positive ALM. The Company is committed to maintain Liquidity Coverage Ratio (LCR) as per RBI guidelines.

## 6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has institutionalised a strong compliance and control culture across all the business activities recognising the importance of transparency and trust.

The internal controls of the Company are commensurate with the business requirements, its scale of operation and applicable statutes to ensure orderly and efficient conduct of business. These controls have been designed to ensure assurance regarding maintaining proper accounting controls, substantiation of financial statement, safeguarding of resources, prevention and detection of frauds and errors, ensuring operating effectiveness, reliability of financial reporting, compliance with



applicable regulations and relevant matters covered under section 134 (5) (e) of the Companies Act, 2013.

The Company has implemented a RBIA Programme in accordance with the requirements of RBI. Internal Audit function headed by the Head Internal Audit has organizational independence functionally reporting into the Audit Committee of the Board. Internal Audit Reports are regularly reviewed by the management and necessary preventive/corrective action is initiated to strengthen the controls and enhance the effectiveness of existing systems.

To further strengthen governance framework, the Company has appointed a Chief Compliance Officer (CCO). Under CCO's supervision, the compliance function shall, among others, be responsible for identification and assessment of compliance risks, provide guidance on related matters and monitor and test compliances across the organisation.

## 7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's performance during the year ended March 31, 2025, as compared to the previous financial year ended March 31, 2024, is summarized below:

Particulars	(Rs. In Lakhs)	
	For the Financial year ended as on 31 <sup>st</sup> March 2025	For the Financial year ended as on 31 <sup>st</sup> March 2024
Total Income	98,681.14	39,803.13
Total Expenditure	89,252.33	42,723.70
Profit/(Loss) before Tax	9,428.81	(2,920.57)
Tax Expense	(791.61)	-
Net Profit/(Loss) after Tax	10,220.42	(2,920.57)

## 8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company's success depends largely upon the quality and competence of its management team and key personnel's. Attracting and retaining talented professionals is therefore a key element of the Company's strategy and a significant source of competitive advantage. The Company's people bring to the stage multi-sectoral experience, technological experience, and domain knowledge.

The team strength increased to 1151 employees during FY 2024-25 as compared to 700 employees for the previous year with a view to build up and expand the business capacity in the early formative years of the Company.



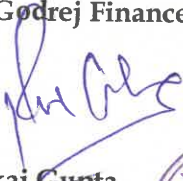
The Company recognizes people as its most valuable asset and has taken initiatives in the direction to develop and drive the culture of high performance and meritocracy. The Company's mission on creating a high-performance culture has been further strengthened through activities such as constant focus on training & up-skilling and safety measures for everyone involved.

The Company is committed to maintain the highest standards of health, safety and security for its employees and business associates and to operate in a healthy and safe environment.

9. **CAUTIONARY STATEMENT:**

Some statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied.

For and on behalf of the Board of Directors  
For Godrej Finance Limited

  
Pankaj Gupta  
MD&CEO  
DIN: 10891578



  
Manish Shah  
Non-Executive Director  
DIN: 06422627

Place: Mumbai  
Date: May 5, 2025

**Registered Office:**  
Godrej One, Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai 400 079  
CIN: U67120MH1992PLC065457  
Tel No.: 022-68815555

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

### CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members of  
**GODREJ FINANCE LIMITED**  
Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East), Mumbai - 400079

We have examined the compliance of conditions of Corporate Governance by Godrej Finance Limited ('the Company') having its Registered Office situated at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 for the financial year ended March 31, 2025, as stipulated in Chapter VA of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examinations have been limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter VA, of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



Place: Mumbai  
Date: May 5, 2025

*Neha R Lahoty*

**NEHA R LAHOTY**  
**PARTNER**  
**MEM NO. FCS: 8568**  
**COP: 10286**  
**UDIN: F008568G000266089**  
**Peer Review Cer. No: 6391/2025**



## CORPORATE GOVERNANCE REPORT

### 1. Company's Philosophy on Corporate Governance

Corporate governance is a set of rules, practices and processes used to direct and control an organization. It emphasizes on promoting fairness, transparency, accountability, commitment to values, ethical business conduct and considering all stakeholders' interest while conducting business.

This report outlines compliance with requirements of the Companies Act, 2013, as amended ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), regulations issued by the Reserve Bank of India ("RBI") for Non-Banking Financial Companies ("NBFCs") under Scale Based Regulation applicable for annual financial statements of NBFC-ML and Insurance Regulatory and Development Authority of India ("IRDAI") regulations.

Godrej Finance Limited ("the Company"), is a part of the Godrej Industries Group which has an established reputation of trust, integrity and sound governance over the years. The Company is, therefore, committed to maintaining the highest standards of Corporate Governance in its conduct towards shareholders, employees, regulators, customers, suppliers, lenders and other stakeholders.

The Company's philosophy of corporate governance is to achieve business excellence by enhancing the long-term welfare and value for its various stakeholders. The Company's corporate governance practices and disclosures go well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws. By adhering to our corporate governance philosophy, we strive to build trust, foster sustainable growth, and create long-term value for all our stakeholders. The Board of Directors ("Board") helps to ensure that we have appropriate governance in place, both to support our operations and protect our stakeholders' interest.

The details of compliance with the requirements of the Act, Paragraph C of Schedule V of Listing Regulations to the extent applicable and RBI Circular under Scale Based Regulation, for the financial year 2024-25 are as follows:

### 2. Board of Directors

The Board of Directors plays a significant role in upholding and furthering the principles of good governance. The Board provides and evaluates the Company's strategic directions, management policies and their effectiveness, and ensures that Shareholders' long-term interests are being served.

Our esteemed Board members are selected based on their vast qualifications and their competence to provide valuable perspectives and leadership. They possess a deep understanding of our industry model, market dynamics, and emerging trends, which enables them to make informed decisions in the best interest of the Company and its stakeholders.

The responsibilities of the Board, inter alia, include, overseeing the Company's operations and providing direction and oversight on strategy-risk-opportunity management and sustainability, conducting performance review, upholding their fiduciary duties, reviewing and approving the financial results, enhancing corporate governance practices and ensuring



the best interest of the stakeholders, the community and environment.

The Board has constituted several Committees for overseeing specific areas. The Charter for these Committees is governed by the regulations, business requirements and such other internal and external matters.

**a. Composition of Board of Directors**

The composition of Board is in conformity with the requirements of the Act, extant RBI and IRDAI regulations and Chapter VA - Regulation 62D of Listing Regulations with an optimum combination of Executive and Non-Executive Directors and Independent Directors. The Company has a Non-Executive Chairperson.

As on date of this Report, the Board of the Company consists of 5 Directors comprising of Managing Director and Chief Executive Officer, two Non - Executive Directors and two Non-Executive Independent Directors (including one-woman Independent Director).

Mr. Pirojsha Godrej (DIN: 00432983) is the Non-Executive Chairperson of the Company.

Summary of composition of Board, number of meetings held along with attendance, total compensation for FY2024-25, and shareholding in the Company is provided below:

Sl. No	Name of Director	Director since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	DIN	Number of Board Meetings		No. of other Directorships	Remuneration			No. of shares held in and convertible instruments held
					Held	Attended		Salary and other compensation	Sitting Fee	Commission	
1.	Mr. Pirojsha	25-08-2021	Non - Executive	00432983	4	4	14 (incl. this Company)	-	-	-	1 (Nominee of Godrej)



	Godrej		ve Chairp erson							Capital Limited)
2.	Mr. Hemant Adarkar	27-10- 2022	Indepe ndent Directo r	031274 893	4	4	6 (incl. this Company)		Rs. 18 Lakhs	
3.	Ms. Anisha Motwani	09-01- 2023	Indepe ndent Directo r	069434 493	4	4	9 (incl this Company)		Rs. 25 lakhs	For FY 2023- 24: Rs. 8 Lakhs (paid in FY 2024- 25)  For FY 2024- 25: Rs. 5 Lakhs* (to be paid in FY 2025-26)
4.	Mr. Manish Shah	25-08- 2021	Non - Executi ve Directo r	064224 627	4	4	4 (incl. this Company)			

\*Recommended by Board for approval of Members at the ensuing 34<sup>th</sup> Annual General Meeting

*Note: The Board of Directors of the Company have appointed Mr. Pankaj Gupta as Managing Director & Chief Executive Officer (MD&CEO) w.e.f., May 5, 2025, subject to approval of Members at the ensuing Annual General Meeting.*

#### Details of change in composition of the Board during the current and previous financial year:

**Current Financial Year (2024-25):** During the current financial year, there was no change in the composition of the Board.

**Previous Financial Year (2023-24):** During the previous financial year, there was no change in the composition of the Board.

Where an independent director resigns before expiry of her/ his term, the reasons for resignation as given by her/him shall be disclosed: Not Applicable

Details of any relationship amongst the directors *inter-se* shall be disclosed: Not Applicable

#### b. Board Meetings held and Director's attendance record

The Board meets at least once in a quarter to consider among other businesses quarterly performance of the Company and review Financial Results. To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information is made available to the Board. The maximum time gap between any 2 (Two) Meetings of the Board is not more than 120 (One Hundred and Twenty) days. The agenda of the Board is circulated in advance and contains all the relevant information.



The names, category of Directors, attendance at the Board and Annual General Meeting (“AGM”), during the financial year 2024-25 are given below:

Sr. No.	Name of Director	Category of Directorship	Board meeting held during the year	Board meetings attended	Attendance at AGM held on May 21, 2024
1.	Mr. Pirojsha Godrej	Non-Executive Chairperson	4	4	Yes
2.	Mr. Hemant Adarkar	Independent Director	4	4	No
3.	Ms. Anisha Motwani	Independent Director	4	4	No
4.	Mr. Manish Shah	Non-Executive Director	4	4	Yes

#### c. Board Diversity

In compliance with Listing Regulations, the Company has devised a policy on Board Diversity. The Board comprises of an adequate number of Directors with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. Diversity at Board level is fundamental to enhancing effectiveness of the Board and to Company’s long-term success. The Directors are people of eminence in areas such as leadership, financial services, management, governance, technology, sustainability, etc., and bring with them experience/skills which add value to the performance of the Board. The Directors are selected purely based on merit with no discrimination on color, gender, race, religion, caste, nationality or disability.

The policy on Board diversity is available on website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.

#### d. Matrix of Core skill/expertise of Board

The core skills / expertise / competencies identified by the Board pursuant to Schedule V of the Listing Regulations and available with the Board:

Sr. No.	Core skill / expertise / experience	Mr. Pirojsha Godrej (Non-Executive Chairperson)	Ms. Anisha Motwani (Independent Director)	Mr. Hemant Adarkar (Independent Director)	Mr. Manish Shah (Non-Executive Director)
1.	Leadership	√	√	√	√
2.	Financial Services	√	√	√	√
3.	Management & Governance	√	√	√	√
4.	Industry Expertise	√	√	√	√



5.	Understanding of relevant laws, rules, regulations	√	√	√	√
6.	Technology and Innovation	-	√	√	-
8.	Sustainability	√	√	√	√
9.	Understanding of Accounting and financial statements	√	√	√	√
10	Experience	> 21 years	> 31 years	> 28 years	> 22 years

Brief profile of the Directors is available on the website of the Company at <https://finance.godrejcapital.com/gf/about-us>.

#### e. Performance Evaluation

The Nomination and Remuneration Committee (“NRC”) of the Company at its meeting held on February 1, 2023, approved criteria for performance evaluation of the Board, its committees and individual directors (including Independent Directors). Based on said criteria, questionnaire-cum-rating sheets are circulated to the Directors for seeking feedback with regards to the performance of the Board, its Committee, Chairperson and individual directors and a consolidated report on summary of ratings received is prepared and placed before the NRC, basis which appointment and continuation of Independent Directors is determined.

The NRC has approved a policy for evaluation of the Board, its Committees and Directors and the same has been approved by the Board of the Company. The process for the aforesaid evaluation as required under the Act is given in the Board’s Report.

#### f. Directorship & Membership of Committees

Name of the Director	Directorship held in companies including this company	*Committee position held in companies including this company	
		As a member	As a chairperson
Mr. Pirojsha Godrej	14	3	1
Mr. Manish Shah	4	2	-
Ms. Anisha Motwani	9	7	2
Mr. Hemant Adarkar	6	4	1

*\*For the purpose of considering the limit of committees in which a director may serve only the Audit Committee, and the Stakeholders’ Relationship Committee, are considered for the purpose of reckoning committee positions.*



None of the directors exceed the limit of directorship and committee position as prescribed under the Act, Listing Regulations and other applicable regulations.

**g. Directorship and category of Directorship in Listed companies (including Debt Listed companies)**

S.No.	Name of Director	Name of Listed entity including this company	Category
1	Mr. Pirojsha Godrej	Godrej Consumer Products Limited	Non-Executive Director
		Godrej Properties Limited	Executive Chairperson
		Godrej Agrovet Limited	Non-Executive Director
		Godrej Industries Limited	Non-Executive Director
		Godrej Housing Finance Limited	Non-Executive Chairperson
		Godrej Finance Limited	Non-Executive Chairperson
2	Mr. Manish Shah	Godrej Housing Finance Limited	Non-Executive Director
		Godrej Finance Limited	Non-Executive Director
3	Ms. Anisha Motwani	Godrej Finance Limited	Non-Executive, Independent Director
		Raymond Lifestyle Limited	Non-Executive, Independent Director
		Ceigall India Limited	Non-Executive, Independent Director
		Motherson Sumi Wiring India limited	Non-Executive, Independent Director
		Nuvama Wealth Management Limited	Non-Executive, Independent Director
		Star Health and Allied Insurance Company Limited	Non-Executive, Independent Director



		Abbott India Limited	Non-Executive, Independent Director
4	Mr. Hemant Adarkar	Godrej Housing Finance Limited	Non-Executive, Independent Director
		Godrej Finance Limited	Non-Executive, Independent Director

#### h. Independent Directors

Based on the declaration received from Independent Directors under Section 149(7) of the Act and Chapter VA - Regulation 62N of Listing Regulations, the Board is of the opinion that the Independent Directors fulfil all the conditions and independence criteria as specified under Section 149(6) of the Act and Chapter VA - Regulation 62B of listing Regulations, Fit & Proper criteria as per RBI regulations and are Independent of the management and are also in compliance with the limit on Independent Directorships of listed companies as prescribed under Chapter VA - Regulation 62E of Listing Regulations. The Independent Directors have registered themselves with Independent Directors Database.

The Code of conduct for Independent Directors and Terms and Conditions for appointment of Independent Directors are available on website of the Company and can be accessed at <https://finance.godrejcapital.com/gf/information-and-policies>.

Pursuant to Section 149(8) read with Schedule IV of the Act and Chapter VA - Regulation 62N of Listing Regulations, the Independent Directors shall hold at least one meeting in a financial year without the presence of Non-Independent Directors and members of the management. The meeting of Independent Directors of the Company was held on January 29, 2025.

Further, during the FY 2024-25, no Independent Director have tendered their resignation.

#### i. Familiarization programme

Independent Directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision making and also bring independent judgement on matters of strategy, risk management, controls and business performance.

In terms of Listing Regulations, your Company has introduced familiarisation programme to keep the Board members including its Independent Directors abreast with the nature of industry, business model, their roles, rights & responsibilities, operations, risk management and updates, information technology including cyber security.

The Independent Director of the Company are made aware of their roles and responsibilities through a formal letter of appointment, which also specifies the terms & conditions of their engagement

Details of the familiarization programme are available on website of the Company and can be accessed at <https://finance.godrejcapital.com/gf/information-and-policies>.



**j. Directors and Officers (“D&O”) Liability Insurance**

In compliance with Chapter VA - Regulation 62N of Listing Regulation, Company has availed D&O Insurance from Tata AIG Insurance for an assured amount covering Directors, Key Managerial Personnel and Senior Management of the Company as the insured.

**k. Orderly Succession to Board and Senior Management Planning**

Pursuant to Chapter VA - Regulation 62D of Listing Regulations, the Company has in place a talent management process, being managed at a group level, with an objective of developing a robust talent pipeline for the organization which includes senior leadership team. As a part of talent management process called Total Talent Management (“TTM”), critical positions are identified and succession coverage of them are assessed annually. During the process, supply of talent is reviewed, high potential employees are identified and talent action plans are prepared to meet the organization’s talent objectives.

The Company ensures deployment of leadership development initiatives to build succession for key roles. The Directors are briefed about TTM process during induction at the time of their appointment.

**1. Information to the Board**

The Board is updated with relevant information on working and significant matters of Company that require deliberation at the highest level. The changes and material events that take place, pursuant to regulatory and business requirements are informed to Board on regular intervals. Presentations on business and related matters are given to the Directors as and when necessary.

The Board of Directors has access to the information within the Company, which inter alia includes -

- Business plans & update
- Quarterly results
- Minutes of meetings of Board and various committees
- Changes with respect to Key Managerial Personnel of the Company
- Constitution of, delegation of authority to and terms of reference of various committees constituted by the Board
- Changes in regulatory environment and Company’s preparedness
- Amendments/updates in applicable regulations
- Status on compliance with Act, SEBI, RBI and other applicable regulations
- Review of policies and procedures
- Regulatory/supervisory observations, show-cause notices issued by the regulators or any government authority, if any
- Awareness on cyber security
- Update on various risk and risk mitigation plan
- Other information as required by Board to carry out their functions/duties.

**3. Committees**

Committees are essential for effective governance and efficient decision making within a Company. Various committees constituted provides a structured approach to address specific



areas of operations, governance, allowing Board members to focus on other issues in more depth.

The Board has currently constituted the following Committees pursuant to the provisions of the Act, Listing Regulations and RBI regulations and business requirements.

Name of the Committee	Summarized Terms of Reference
Audit Committee	Required under Section 177 of the Act, Chapter VA - Regulation 62F of Listing Regulations and Paragraph 94.1 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. It reviews and recommends all matters related to financials, auditors, compliances/regulatory matters, related party transaction review & approval, appointment of CFO, internal controls, review of frauds, valuation of assets, oversee vigil mechanism, risk assessment, scrutiny of loans and investments and other matters incidental thereto.
Nomination & Remuneration Committee	Required under Section 178 of the Act, Chapter VA - Regulation 62G of Listing Regulations and Paragraph 94.2 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. It reviews and recommends all matters related to Director / Key Management Person appointment, tenure, review of performance & pay and exit including those prescribed under Paragraph 99 of Directions, grant of ESOPs and other incidental matters. It also reviews compliance with fit & proper criteria for Directors and annual declaration to compliance by Directors, due diligence at the time of initial appointment, formulation of criteria for evaluation of Board and matters incidental thereto.
Risk Management Committee	Required under Paragraph 39 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and Chapter VA - Regulation 62I of Listing Regulations, as amended and undertakes all matters prescribed for its working therein. Among other things it quarterly reviews risk which impact the organization and actions taken to mitigate them, asset quality of loans extended, credit performance, portfolio performance, appointment and removal of Chief Risk Officer, etc.
Corporate Social Responsibility Committee	Required under Section 135 of the Act and undertakes all matters prescribed for its working therein. It formulates and recommends CSR Policy and incidental matters thereto the Board, monitor the implementation of policy, formulate and review the implementation of action plan, review sustainability report and other matters.
Stakeholders Relationship Committee	Required under Chapter VA - Regulation 62H of Listing Regulations and undertakes all matters prescribed for its working therein. It specifically looks into various aspects of interest of shareholders, debenture holders and other security



	holders such as resolving grievances, effective exercise of voting rights, review of measures and initiatives and other incidental matters.
IT Strategy Committee	Required under Paragraph 6 of Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 as amended and undertakes all matters prescribed for its working therein. It reviews working of IT Steering Committee & Information Security Committee and matters related to Information Technology such as Information Security and business continuity, review of cyber security risks, disaster recovery, arrangements and preparedness.
Customer Service Committee (Erstwhile Grievance Redressal Committee)	Required as per Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 read with Master Direction - Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. The Committee has been constituted to ensure that all matters related to customer & their grievances are regularly reviewed, matters related to Internal Ombudsman, recommend measures to minimize complaints emergence and review communication channels.
Asset Liability Management Committee	Required under Annex VI of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. It deals with all matters related to Asset-Liability and matters prescribed under Board approved Asset-Liability Management Policy and Borrowing & Investment Policy and as per board approved Terms of Reference of the Committee. Asset Liability Management Committee reports to Risk Management Committee.
Credit Committee	The Committee has been constituted to take decisions relating to credit. Among other things committee approves cases above defined limit, reviews subsidiary credit policies, manual, products deviations, conduct due diligence of proposed default loss guarantee provider etc. It reviews working of Product Committee.
Borrowing & Investment Committee	This committee has been constituted to enable decisions with respect to borrowing & investments of the Company. The decisions are governed as per Board approved Borrowing & Investment policy of the Company.
IT Steering Committee	Required under Paragraph 7 of Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 for the NBFC Sector and undertakes all matters prescribed for its working therein. It reviews inter alia matters related to Information Technology such as Information Security, business continuity, unusual or critical cyber security incidents, IT resources allocation. IT Steering Committee reports to IT Strategy Committee.



Internal Committee (constituted as per the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013)	Required under Section 4 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and undertakes all matters prescribed for its working therein. It conducts inquiry into complaints, formulates programmes, spreads awareness, keeping records of all complaints, action taken, maintaining confidentiality of IC proceedings, findings, conciliation and comply with all reporting and filing requirements.
Whistleblower Committee (under Vigil Mechanism)	Required under Section 177 of the Act and undertakes all matters prescribed for its working therein. It takes decisions with respect to whistle blower complaints and matters incidental thereto. Whistleblower Committee will report to the Audit Committee.
Product Committee	Required as per RBI notification on Compliance Function and Role of Chief Compliance Officer (CCO) - NBFCs dated April 11, 2022 and undertakes all matters prescribed for its working therein. It approves new products, changes in existing products and reviews their performance. Product Committee reports to Credit Committee.
Information Security Committee	Required as per Paragraph 24(b) of RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 as amended and undertakes all matters prescribed for its working therein. It undertakes development / implementation of information/ cyber security policies, approving and monitoring information security projects and security awareness initiatives, reviewing cyber incidents etc. Information Security Committee reports to IT Strategy Committee.
Willful Defaulter Identification Committee (WDIC)	Required as per RBI Master Direction on Treatment of Willful Defaulters and Large Defaulters, dated July 30, 2024 and undertakes all matters prescribed for its working therein. It reviews default borrowers having outstanding balance over Rs. 25 lakhs, determine willful defaulters, recommendations to Willful Defaulter Review Committee, issuance of show cause notice and the committee reports to Willful Defaulter Review Committee.
Willful Defaulter Review Committee (WDRC)	Required as per RBI Master Direction on Treatment of Willful Defaulters and Large Defaulters, dated July 30, 2024 and undertakes all matters prescribed for its working therein. It reviews recommendation of Willful Defaulter Identification Committee with respect to any willful default, pass order for designating account as willful defaulter, advise further course of action.
Special Committee of the Board for Monitoring and Follow-up of cases of Frauds("SCBMF")	Required as per RBI Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies), dated July 15, 2024 and undertakes all matters prescribed for its working therein. It oversee effectiveness of fraud risk management, monitor cases of frauds, root cause analysis, mitigating measures, strengthening internal controls, risk management framework and minimising the incidence of frauds, reviews

	categories/trends of frauds, industry/sectoral/ geographical concentration of frauds, delay in detection/classification of frauds, examination/conclusion of staff accountability and issuance of detailed Show Cause Notice to those against whom allegation of fraud is being examined and pass reasoned order in this regard.
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### Audit Committee

#### Meetings and attendance

During the financial year 2024-25, the Audit Committee met five times, viz., April 30, 2024, August 2, 2024, October 22, 2024, January 29, 2025 and March 4, 2025.

Sl. No.	Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Ms. Anisha Motwani	09-01-2023	Independent Director & Chairperson of Committee	5	5	-
2.	Mr. Hemant Adarkar	09-01-2023	Independent Director	5	5	-
3.	Mr. Manish Shah	09-01-2023	Non - Executive Director	5	5	-

### Nomination And Remuneration Committee

#### Meetings and attendance

During the financial year 2024-25, the Nomination and Remuneration Committee met two times, viz., April 30, 2024 and January 29, 2025.

Sl. No.	Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Hemant Adarkar	09-01-2023	Independent Director & Chairperson of the Committee	2	2	-
2.	Ms. Anisha Motwani	09-01-2023	Independent Director	2	2	-
3.	Mr. Manish Shah	09-01-2023	Non - Executive Director	2	2	-



### Risk Management Committee

#### Meetings and attendance

During the financial year 2024-25, the Risk Management Committee met four times, viz., April 17, 2024, July 26, 2024, October 21, 2024 and January 29, 2025.

Sl. No.	Name of Director / Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Ms. Anisha Motwani	09-01-2023	Independent Director & Chairperson of the Committee	4	4	-
2.	Mr. Manish Shah	27-10-2022	Non - Executive Director	4	4	-
3.	Ms. Shalinee Mimani	27-10-2022	Chief Risk Officer	4	4	-

### Corporate Social Responsibility Committee\*

#### Meetings and attendance

During the financial year 2024-25, there was no meeting held, since the Company does not fall under criteria for mandatory spend as per Section 135 of the Act.

Sl. No.	Name of Director / Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Ms. Anisha Motwani	02-08-2024	Independent Director & Chairperson of the Committee	-	-	-
2.	Mr. Hemant Adarkar	02-08-2024	Independent Director	-	-	-
3.	Mr. Manish Shah	02-08-2024	Non - Executive Director	-	-	-

\*Committee was constituted on August 2, 2024 and shall hold its first meeting as per regulatory requirement.



### Stakeholders Relationship Committee\*

#### Meetings and attendance

During the financial year 2024-25, the Stakeholders Relationship Committee met once on January 29, 2025.

Sl. No.	Name of Director / Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Hemant Adarkar	02-08-2024	Independent Director & Chairperson of the Committee	1	1	-
2.	Mr. Pirojsha Godrej	02-08-2024	Non - Executive Director	1	1	1 (Nominee of Godrej Capital Limited)
3.	Mr. Manish Shah	02-08-2024	Non - Executive Director	1	1	-

\*Committee was constituted on August 2, 2024.

Ms. Chunni Singh, Company Secretary, acts as the Compliance Officer of the Company, for the purpose of listing regulations.

Details of Investor complaints received during FY 2024-25 are below:

No. of shareholders complaints outstanding at the beginning of the financial year	0
No. of shareholders complaints received during the financial year	0
No. of complaints not solved to the satisfaction of the investors	0
No. of complaints disposed off during the financial year	0
No. of complaints pending at the end of the financial year	0

### IT Strategy Committee

#### Meetings and attendance

During the financial year 2024-25, the IT Strategy Committee met four times, viz., April 17, 2024, July 26, 2024, October 21, 2024 and January 24, 2025.

Sl. No.	Name of Director / Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	



			Promoter nominee/ Independent)			
1.	Mr. Hemant Adarkar	27-10-2022	Independent Director & Chairperson of the Committee	4	4	-
2.	Ms. Anisha Motwani	09-01-2023	Independent Director	4	4	-
3.	Mr. Manish Shah	23-01-2024	Non-Executive Director	4	4	-
4.	Ms. Jyothiratha B.	27-10-2022	Chief Technology Officer	4	4	-

### Customer Service Committee (Erstwhile Grievance Redressal Committee)

#### Meetings and attendance

During the financial year 2024-25, the Customer Service Committee met four times, viz., April 17, 2024, July 26, 2024, October 21, 2024 and January 24, 2025.

Sl. No.	Name of Director / Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Ms. Anisha Motwani	09-01-2023	Independent Director & Chairperson of the Committee	4	4	-
2.	Mr. Manish Shah	27-10-2022	Non - Executive Director	4	4	-
3.	Mr. Pankaj Gupta	27-10-2022	Chief Executive Officer	4	4	-

### Asset Liability Management Committee

#### Meetings and attendance

During the financial year 2024-25, the Asset Liability Management Committee met thirteen times, viz., April 3, 2024, May 15, 2024, July 26, 2024, August 5, 2024, September 20, 2024, October 8, 2024, October 23, 2024, November 28, 2024, December 24, 2024, January 17, 2025, January 23, 2025, February 27, 2025 and March 20, 2025.

Sl.	Name of Director /	Member of Committee	Capacity (i.e., Executive/ Non-	Number of Meetings of the Committee	No. of shares
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No.	Member	since	Executive/ Chairman/ Promoter nominee/ Independent)	Held	Attended	held
1.	Mr. Pankaj Gupta	09-11-2022	Chief Executive Officer & Chairperson of the Committee	13	13	-
2.	Mr. Manish Shah	11-05-2022	Non - Executive Director	13	13	-
3.	Mr. Kunal Karnani	11-05-2022	Chief Financial Officer	13	13	-
4.	Mr. Gaurav Tanna	29-01-2025	Chief Credit & Operations Officer	2	2	-

### Credit Committee

#### Meetings and attendance

During the financial year 2024-25, the Credit Committee met twelve times, viz., April 15, 2024, May 15, 2024, June 12, 2024, July 12, 2024, August 26, 2024, September 16, 2024, October 14, 2024, November 13, 2024, December 11, 2024, January 13, 2025, February 18, 2025 and March 20, 2025.

Sl. No.	Name of Director/ Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Pirojsha Godrej	27-10-2022	Non - Executive Director & Chairperson of the Committee	12	-	1 (Nominee of Godrej Capital Limited)
2.	Mr. Manish Shah	27-10-2022	Non - Executive Director	12	12	-
3.	Mr. Pankaj Gupta	27-10-2022	Chief Executive Officer	12	12	-
4.	Ms. Shalinee Mimani	27-10-2022	Chief Risk Officer	12	12	-

### Borrowing and Investment Committee

#### Meetings and attendance

During the financial year 2024-25, the Borrowing and Investment Committee met twenty four times, viz., May 13, 2024, June 24, 2024, July 18, 2024, July 22, 2024, July 25, 2024, August 7, 2024, August 14, 2024, August 26, 2024, September 19, 2024, September 23, 2024, September 27, 2024, October 28, 2024, November 25, 2024, December 17, 2024, December 23, 2024, December 30, 2024, January 24,



2025, February 4, 2025, February 25, 2025, March 11, 2025, March 17, 2025, March 19, 2025, March 20, 2025 and March 27, 2025.

Sl. No.	Name of Director/ Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Manish Shah	07-03-2022	Non - Executive Director & Chairperson of the Committee	24	22	-
2.	Mr. Pankaj Gupta	30-04-2024	Chief Executive Officer	24	24	-
3.	Mr. Kunal Karnani	07-03-2022	Chief Financial Officer	24	23	

### IT Steering Committee

#### Meetings and attendance

During the financial year 2024-25, the IT Steering Committee met four times, viz., April 2, 2024, July 2, 2024, October 7, 2024 and January 14, 2025.

Sl. No.	Name of Director/ Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Pankaj Gupta	27-10-2022	Chief Executive Officer & Chairperson of the Committee	4	4	-
2.	Mr. Kunal Karnani	30-04-2024	Chief Financial Officer	3	3	-
3.	Ms. Jyothiratha B.	27-10-2022	Chief Technology Officer	4	4	-

### Internal Committee

#### Meetings and attendance

During the financial year 2024-25, the Internal Committee met once on June 27, 2024.

Sl.	Name of Member	Member of Committee	Capacity (i.e., Executive/ Non-Executive/	Number of Meetings of the Committee	No. of shares
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No.		since	Chairman/ Promoter nominee/ Independent)	Held	Atten ded	held
1	Ms. Bhavya Misra	30-04-2024	Chief Human Resource Officer - Presiding Officer	1	1	
2	Mr. Pankaj Gupta	27-06-2022	Chief Executive Officer	1	1	-
3	Ms. Shalinee Mimani	27-06-2022	Chief Risk Officer	1	1	-
4	Ms. Jyothiratha B.	27-06-2022	Chief Technology Officer	1	-	-
5	Ms. Amber Bawa	27-06-2022	Head - Human Resources	1	1	-
6	Mr. Sandip Barmera	27-06-2022	Head - Operations	1	-	-
7	Ms. Raheen Jummani	27-06-2022	External member	1	1	-

### Whistle Blower Committee

#### Meetings and attendance

During the financial year 2024-25, Whistle Blower Committee met once on March 24, 2025.

Sl. No.	Name of Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Atten ded	
1.	Mr. Pankaj Gupta	30-04-2024	Chief Executive Officer & Chairperson of the Committee	1	1	-
2.	Ms. Shalinee Mimani	03-08-2023	Chief Risk Officer	1	1	-
3.	Mr. V Swaminathan	03-08-2023	Head - Corporate Audit & Assurance	1	1	-
4.	Ms. Bhavya Misra	30-04-2024	Chief Human Resources Officer	1	1	-

### Product Committee

#### Meetings and attendance

During the financial year 2024-25, the Product Committee met five times, viz., April 15, 2024, August 26, 2024, October 23, 2024, January 24, 2025 and March 20, 2025.



Sl. No.	Name of Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Pankaj Gupta	31-10-2023	Chief Executive Officer & Chairperson of the Committee	5	5	-
2.	Mr. Kunal Karnani	31-10-2023	Chief Financial Officer	5	5	-
3.	Ms. Shalinee Mimani	31-10-2023	Chief Risk Officer	5	5	-
4.	Ms. Jyothirlatha B.	31-10-2023	Chief Technology Officer	5	5	-
5.	Mr. Yogesh Jain	31-10-2023	Chief Compliance Officer	5	5	-
6.	Mr. Gaurav Tanna	29-01-2025	Chief Credit & Operations Officer	1	1	-

#### Information Security Committee

##### Meetings and attendance

During the financial year 2024-25, the Information Security Committee met four times, viz., April 15, 2024, July 26, 2024, December 4, 2024 and March 17, 2025.

Sl. No.	Name of Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Ms. Shalinee Mimani	19-03-2024	Chief Risk Officer & Chairperson of the Committee	4	4	-
2.	Ms. Jyothirlatha B.	19-03-2024	Chief Technology Officer	4	4	-
3.	Mr. Rupesh Poojary	19-03-2024	Chief Information Security Officer	4	4	-

#### Willful Defaulter Identification Committee (WDIC)\*

##### Meetings and attendance

During the financial year 2024-25, the Willful Defaulter Identification Committee met two times,



viz., November 27, 2024 and February 24, 2025.

Sl. No.	Name of Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Ms. Shalinee Mimani	22-10-2024	Chief Risk Officer & Chairperson of the Committee	2	2	-
2.	Mr. Yogesh Jain	22-10-2024	Chief Compliance Officer	2	2	-
3.	Mr. Gaurav Tanna	29-01-2025	Chief Credit & Operations Officer	1	1	-
4.	Mr. Ripudaman Singh	22-10-2024	Head - Collections, Legal & FCU	2	2	-

\*Committee was constituted on October 22, 2024.

#### Willful Defaulter Review Committee (WDRC)\*

##### Meetings and attendance

During the financial year 2024-25, the Willful Defaulter Review Committee met once on January 24, 2025.

Sl. No.	Name of Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Pankaj Gupta	22-10-2024	Chief Executive Officer & Chairperson of the Committee	1	1	-
2.	Mr. Manish Shah	22-10-2024	Non-Executive Director	1	1	-
3.	Mr. Hemant Adarkar	22-10-2024	Independent Director	1	1	-
4.	Ms. Anisha Motwani	22-10-2024	Independent Director	1	1	-

\*Committee was constituted on October 22, 2024.

There have been no instances of willful default during the financial year under review.



### Special Committee of the Board for Monitoring and Follow-up of cases of Frauds' (SCBMF)\*

#### Meetings and attendance:

During the financial year 2024-25, the Special Committee of the Board for Monitoring and Follow-up of cases of Frauds met once on December 4, 2024.

Sl. No.	Name of Member	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held
				Held	Attended	
1.	Mr. Pankaj Gupta	22-10-2024	Chief Executive Officer & Chairperson of the Committee	1	1	-
2.	Ms. Shalinee Mimani	22-10-2024	Chief Risk Officer	1	1	-
3.	Mr. Ripudaman Singh	22-10-2024	Head - Collections, Legal & FCU	1	1	-

\*Committee was constituted on October 22, 2024.

Note: During the financial year under review, there were no recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.

#### 4. Senior Management

As per Chapter VA - Regulation 62B of Listing Regulations, Senior Management shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

In line with the above, your Company has identified the following as Senior Management Personnels as on March 31, 2025, along with changes since the close of previous financial year:

Name of personnel	Designation
Mr. Pankaj Gupta	Chief Executive Officer
Mr. Kunal Karnani	Chief Financial Officer
Ms. Shalinee Mimani	Chief Risk Officer
Ms. Jyothirlatha B.	Chief Technology Officer
Ms. Bhavya Misra	Chief Human Resource Officer
Ms. Dimpny Kamra	Head- Brand & CX



Mr. Ripudaman Singh	Head - Collections, Legal & FCU
Mr. Gaurav Malik	Business Head- Unsecured
Mr. Gaurav Tanna	Chief Credit & Operations Officer
Mr. Abhay Kataria	Business Head - Secured
Mr. Lokesh Dodani	Head - Construction Finance
Mr. Rohit Vatwani	Head - Product Innovation & Capability
Mr. Rupesh Poojary	Chief Information Security Officer
Mr. Yogesh Jain	Chief Compliance Officer
Ms. Amber Bawa	Head - Human Resources
Ms. Chunni Singh	Company Secretary (CS)

- During the FY2024-25, Company has identified Mr. Ripudaman Singh- Head - Collections, Legal & FCU, Mr. Gaurav Tanna- Chief Credit & Operations Officer, Mr. Lokesh Dodani- Head - Construction Finance, Mr. Rohit Vatwani- Head - Product Innovation & Capability and Ms. Amber Bawa - Head - Human Resources as the Senior Management Personnel due to change in organization structure of the Company.
- During the FY2024-25, Mr. Sandip Barmera- Head- Operations, Ms. Prajakta Sule- Head - Alliances, Ms. Shonali Shetty - Head - Growth Marketing and Ms. Shreyanshi Agarwal- Manager - Product (Strategy & Innovation) ceased to be the Senior Management Personnel due to change in organization structure of the Company. Ms. Heer Jayesh Parekh ceased to be the Senior Management Personnel as she tendered her resignation as Company Secretary of the Company, w.e.f. April 30, 2024.

## 5. Remuneration of Directors

- a. Pecuniary relationship or transactions of any Non-Executive Directors including independent directors with the Company** - During FY 2024-25, there were no pecuniary relationship/ transaction of any Non-Executive Directors with the Company other than sitting fees and commission paid to Independent Directors.

**b. Criteria for making payments to Non-Executive Directors**

Non-Executive Directors have a crucial role in independent functioning of the Board. They bring an external viewpoint to decision making and provide leadership and strategic guidance while maintaining objective judgement. They also oversee corporate governance framework of the Company.

Independent Directors are paid sitting fees of Rs. 1,00,000/- for attending each Board & Committee meeting in which they are members.

During FY 2024-25, Ms. Anisha Motwani, Independent Director was paid Rs. 8,00,000 as commission for FY 2023-24 with the approval of Board and shareholders at their meeting held on April 30, 2024 and May 21, 2024, respectively.

The Board of Director have approved payment of Rs. 5,00,000 as commission to Ms. Anisha Motwani, Independent Director for the FY 2024-25, to be paid in FY 2025-26, subject to approval of shareholders at the ensuing Annual General Meeting.

Criteria for making payment to Non-Executive Directors is available at website of the company and can be accessed at <https://finance.godrejcapital.com/gf/information->



[and-policies.](#)

c. **Disclosure under Schedule V of Companies Act, 2013 read with Schedule V (C) (6) of Listing Regulations**

- **All elements of remuneration package summarized under major groups, such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors. Details of fixed component and performance linked incentives along with the performance criteria:**

Details of sitting fees for attending meetings of the Board/Committees and commission, where applicable paid to the Independent Directors viz. Mr. Hemant Adarkar and Ms. Anisha Motwani for the financial year under review, are provided under MGT-7, copy of the said Annual Return shall be made available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.

- **Service contracts, notice period, severance fees:**  
There is no separate provision for payment of any severance fees to the MD & CEO of the Company. However, there is a provision for notice period of three months from either side
- **Stock option details, if any, and whether issued at a discount as well as the period over which accrued and over which exercisable:**  
No stock options have been granted to any Directors of the Company.

6. **Whistle Blower Policy/Vigil Mechanism**

The Company has a whistle blower policy encompassing vigil mechanism pursuant to requirements of Section 177(9) of the Act and Chapter VA - Regulation 62J of the Listing Regulations and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The whistle blower policy/vigil mechanism enables a director or an employee to report to the management, without fear of victimization, any unacceptable and/or unethical behavior, suspected or actual fraud, violation of the Company's Code of Conduct or ethics policy and instances of leak or suspected leak of unpublished price sensitive information which are detrimental to the organization's interest. It provides safeguards against victimization of directors/employees who avail of the mechanism and allows for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The policy has been communicated to the employees within the organization and has been hosted on the Company's website and can be accessed at <https://finance.godrejcapital.com/gf/information-and-policies>.

During the financial year under review, no employee was denied access to the Chairperson of the Audit Committee under this policy and no complaint was received under the vigil mechanism of the Company.

7. **Related Party Transactions**

All contracts/arrangements/transactions entered into by the Company during the financial year under review with related parties were on arm's length basis and in ordinary course of business and not material as per the Act and Chapter VA - Regulation 62K of Listing



Regulations. Further, there was no materially significant related party that may have any potential conflict with the interest of Company at large.

During the year under review, the RPT policy was amended to incorporate changes required under Listing Regulations. The updated policy on materiality of Related Party Transactions and dealing with related party transactions is hosted on website of the Company and can be accessed at <https://finance.godrejcapital.com/gf/information-and-policies>.

## 8. Material Subsidiary

Your Company does not have any subsidiary as on March 31, 2025.

## 9. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

- a. Number of complaints filed during the financial year under review - 1
- b. Number of complaints disposed of during the financial year under review - 1
- c. Number of complaints pending as on end of the financial year under review - Nil

## 10. Loans & Advances

The Company has not given any loans & advances in the nature of loans to firms/companies in which Directors of the Company are interested.

## 11. Code of Conduct

In compliance with the requirement of Listing Regulations, Company has laid down Code of Conduct for all members of Board of Directors and Senior Management Personnel and Code of Conduct for Independent Directors incorporating duties specified under the Act.

The above Code of Conducts are available on the website of the company and can be accessed at <https://finance.godrejcapital.com/gf/information-and-policies>

All the Board members & Senior Management have affirmed compliance with the Code for the financial year under review and a declaration to that effect by the MD & CEO is given below:

### **To the Members of Godrej Finance Limited**

#### **Sub: Compliance with Code of Conduct**

I, Pankaj Gupta, MD&CEO of the Company hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company.

Pankaj Gupta  
(DIN: 10891578)  
MD&CEO  
Date: May 5, 2025  
Place: Mumbai



## 12. Fees paid to Statutory Auditors:

M/s. Batliboi & Purohit, Chartered Accountants was appointed as Statutory Auditor of the Company at the Annual General Meeting of the Company held on May 21, 2024, for a period of 3 (three) years, commencing from conclusion of the 33rd (Thirty-Third) AGM until the conclusion of the 36th (Thirty-Sixth) AGM of the Company, in line with guidelines for appointment of Statutory Central Auditors /Statutory Auditors of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India dated April 27, 2021.

Fees paid to M/s. Batliboi & Purohit, Chartered Accountants, Statutory Auditor of the Company for the financial year 2024-25 is as below:

Nature of Services	Amount in Rs. (Exclusive of GST)
Statutory Audit fees	10,50,000
Limited Review fees	7,50,000
<b>Total</b>	<b>18,00,000</b>

## 13. General Body Meetings

Details of the date, place and special resolutions passed at the General Body Meetings held during last three years:

Sr. No	Type of Meeting (Annual / Extra-Ordinary)	Date and Place	Special Resolutions Passed
1.	33 <sup>rd</sup> Annual General Meeting	May 21, 2024 at 11.30 a.m. at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai -400 079	<ol style="list-style-type: none"> <li>1. Payment of commission to Independent Director of the Company</li> <li>2. Increase in the Borrowing limits of the Company</li> <li>3. Authorizing the Board to mortgage/create charge on the assets</li> <li>4. Issuance of Non-Convertible Debentures under Private Placement Basis</li> </ol>
2.	Extra Ordinary General Meeting	August 25, 2023 at 11.00 a.m. at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai -400 079	<ol style="list-style-type: none"> <li>1. Alteration of the Memorandum of Association of the Company.</li> </ol>
3.	32 <sup>nd</sup> Annual General Meeting	May 22, 2023 at 11.30 a.m. at the Registered Office of the Company at Godrej One,	<ol style="list-style-type: none"> <li>1. Payment of commission to Independent Director(s) of the Company.</li> </ol>



		Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai -400 079	<ol style="list-style-type: none"> <li>2. Amendment of the Memorandum of Association of the Company.</li> <li>3. Amendment of Articles of Association of Company.</li> <li>4. Increase in the Borrowing limits of the Company.</li> <li>5. Authorizing the Board to mortgage/create charge on the assets.</li> <li>6. Issuance of Non-Convertible Debentures under private placement basis.</li> </ol>
4.	Extra Ordinary General Meeting	December 6, 2022 at 11.30 a.m. at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079	<ol style="list-style-type: none"> <li>1. Alteration of Memorandum and Articles of Association of the Company consequent to change in structure of Authorised Share Capital of the Company</li> <li>2. Increase in the Borrowing limits of the Company.</li> <li>3. Authorizing the Board to sell, lease, dispose off or create charge etc over the assets of the Company to secure the credit/loan facilities to be availed by the Company.</li> <li>4. Issue of Non-Convertible Debentures on Private Placement basis.</li> </ol>
5.	31 <sup>st</sup> Annual General Meeting	May 25, 2022 at 12.00 p.m. at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai -400 079	<ol style="list-style-type: none"> <li>1. Increase in the Borrowing limits of the Company.</li> <li>2. Authorizing the Board to sell, lease, dispose off or create charge etc. over the assets of the Company to secure the credit/loan facilities to be availed by the Company.</li> <li>3. Issue of Non-Convertible Debentures on Private Placement Basis</li> </ol>

*Note: No Resolution was passed through Postal Ballot. Further, no special resolution is proposed to be conducted through postal ballot.*

#### 14. Means of Communication

The Company's quarterly/half yearly/annual financial results are submitted to the Stock Exchanges and published in Financial Express newspaper.

The Financial results, policies and other disclosures as required are displayed on the website



of the company at <https://finance.godrejcapital.com/gf/information-and-policies>.

#### 15. Certificate on qualification of Directors

None of the director on the Board of the company have been debarred/ disqualified from being appointed or to continue as Director of the Company by the SEBI or Ministry of Corporate affairs or any other Statutory Authority. Company has received a certificate in this regard from M/s Rathi & Associates, Practicing Company Secretary which forms part of this Annual Report.

#### 16. Certificate on Corporate Governance

Company has obtained a certificate from M/s Rathi & Associates, Practicing Company Secretary, Secretarial Auditor of the Company regarding compliance with conditions of corporate governance as laid down under the Listing Regulations.

The certificate is annexed to the Director's report.

#### 17. Details of utilization of funds raised through Preferential Allotment/Qualified Institutions Placement

Not applicable, as Company has not raised any funds by issue of equity shares either by way of preferential allotment or Qualified Institutions Placement.

#### 18. Details of non-compliances with Companies Act, 2013

Company is in compliance with requirements of Companies Act, 2013, including with respect to compliance with accounting and secretarial standards.

#### 19. Compliance Regarding Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, ('SEBI PIT Regulations'), as amended, the Company has a Board approved code of conduct to regulate, monitor and report trading by Designated persons ('Code of Conduct') and a code of practices and procedures for fair disclosure of unpublished price sensitive information ('Code of Fair Disclosure').

Structured Digital Database is maintained by Company which contains the Name, PAN and other particulars of the designated persons categorised as Insiders and who are deemed to have access to unpublished price sensitive information and necessary entries are being made in the database as and when required.

The status of compliance with SEBI PIT Regulations are reviewed by Audit Committee and Board on annual basis.

#### 20. Details of Capital Market non-compliances

There have been no instances of non-compliance by Company on any matter related to Capital Market during the last three years and hence no strictures/penalties have been imposed on the Company by Stock Exchanges, or Securities and Exchange Board of India or any other Statutory Authority.



## 21. Details of penalties and strictures imposed by RBI or any other Statutory Authority or Regulator

There have been no penalties or strictures imposed on Company by RBI or any other Statutory Authority or Regulator during the FY 2024-25.

## 22. Disclosure of Accounting treatment

Company has followed all the applicable Accounting Standards while preparing the financial statements.

## 23. Compliance Certificate

Mr. Pankaj Gupta, MD&CEO and Mr. Kunal Karnani, Chief Financial Officer have certified to the Board of Directors with respect to financial statements and other matters as specified in Part B of Schedule II of Listing Regulations.

## 24. Commodity price risks and commodity hedging activities

The Company is into financial services and doesn't have direct exposure to Commodity price, foreign exchange and Hedging Activities risks

## 25. Compliance of Discretionary Requirements

During the financial year under review, the Company has complied with all the mandatory requirements of the Listing Regulations as applicable to the Company.

The Company has also complied with the discretionary requirements as under:

- The Company confirms that its financial statements are with unmodified audit opinion
- The positions of Chairperson and MD&CEO are held by two different persons who are not related to each other.

## 26. Compliance with Corporate Governance Requirements

The Company has complied with the Corporate Governance requirements specified in Chapter VA - Regulations 62D to 62Q and other applicable provisions of the Listing Regulations.

## 27. Credit Rating

During the beginning of financial year, the ratings of the Company were as below:

Sr. No	Particulars	Rating assigned	Rating Agency
1.	Bank borrowings	CRISIL AA/Stable	CRISIL
2.	Non-Convertible Debentures ("NCDs")	CRISIL AA	CRISIL
3.	Commercial Papers ("CPs")	CRISIL A1+ and ICRA A1+	CRISIL and ICRA

On October 16, 2024, CRISIL has upgraded and assigned the following ratings to the Company:



Sr. No	Particulars	Rating Assigned	Rating Action
1.	Long Term Bank Loan Facility	CRISIL AA+ /Stable	Upgraded
2.	Short Term Bank Loan Facility	CRISIL A1+	Reaffirmed
3.	Non-Convertible Debentures	CRISIL AA+/Stable	Upgraded
4.	Commercial Papers	CRISIL A1+	Reaffirmed

On November 22, 2024, CARE Ratings Limited have assigned the following ratings to the Company:

Sr. No	Particulars	Rating Assigned	Rating Action
1.	Long Term Bank Loan Facility	CARE AA+/ Stable	Assigned
2.	Non-Convertible Debentures	CARE AA+/ Stable	Assigned

All the above ratings indicate a high degree of safety regarding timely servicing financial obligations and carry lowest credit risk.

The Company does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad.

## 28. General Shareholders Information

<b>34<sup>th</sup> Annual General Meeting</b>	Thursday, May 22, 2025		
<b>Day and Date</b>	4:00 p.m.		
<b>Time</b>	At the Registered Office of the Company Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079		
<b>Venue</b>			
<b>Financial year</b>	April 1, 2024 to March 31, 2025		
<b>Dividend payment date</b>	Not applicable as Board of Directors have not recommended any dividend for the financial year under review.		
<b>Share Transfer System</b>	As the equity shares of Company are not listed, share transfer system is not applicable to Company.		
<b>Shareholding Pattern and the distribution of shareholding as on 31<sup>st</sup> March 2025</b>	<b>Name of Shareholder</b>	<b>No. of Equity Shares</b>	<b>Percentage</b>
	Godrej Capital (Including 1 share held by each 6 nominees)	1,15,03,63,373	100%
	<b>Total</b>	1,15,03,63,373	100%

<b>Dematerialization of shares and liquidity</b>	As on March 31, 2025, all shares of the Company are in Demat form
<b>Name and address of Stock Exchange where securities are listed</b>	<p>The Non-Convertible Debentures issued by the Company are listed on National Stock Exchange of India Limited (NSE) and Commercial Papers are listed on BSE Limited.</p> <p>NSE: Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051</p> <p>BSE: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p>
<b>Confirmation on payment of annual listing fees</b>	Annual listing fees, as prescribed, have been paid to Stock Exchanges up to 31 <sup>st</sup> March 2025.
<b>Registrar &amp; Share Transfer Agent</b>	<p>In terms of Regulation 7 of Listing Regulations:</p> <p>For Non-Convertible Debentures and Commercial Paper, MUFG India Private Limited (erstwhile Linkintime India Private Limited) is the Registrar &amp; Share Transfer Agent.</p> <p>For Equity related services, KFin Technologies Limited is the Registrar and Share Transfer Agent.</p>
<b>Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;</b>	The Company doesn't have any global depository receipts or American depository receipts or warrants or any convertible instruments.
<b>Securities are suspended from trading, the directors report shall explain the reason thereof;</b>	<p>Not applicable since the equity shares of Company are not listed on Stock Exchange.</p> <p>The Non-Convertibles Debentures are listed on NSE and not suspended from trading.</p>
<b>Disclosures with respect to demat suspense account/ unclaimed suspense account</b>	Not applicable
<b>Commodity Price/Foreign Exchange Risk and Hedging Activities</b>	The Company is into financial services and doesn't have direct exposure to Commodity price, foreign exchange and Hedging Activities risks
<b>Plant Locations</b>	The Company being a Non-Banking Financial Company doesn't have any manufacturing plant



<p><b>Tax deducted at source (“TDS”) on interest of Non-Convertible Debentures</b></p>	<p>Pursuant to the changes introduced by the Finance Act, 2023, w.e.f. 1 April 2023, the exemption provided for tax deduction at source (“TDS”) under Section 193 of the Income Tax Act, 1961 (‘Act’) in respect of interest on Non-Convertible Debentures (“NCDs”) held in dematerialized form and listed on recognized stock exchange has been withdrawn. Accordingly, the Company would be required to deduct TDS in accordance with the provisions of the Act on interest payment to the NCD holders who are entitled to receive the interest on NCD held by them on the record date. However, no TDS has been deducted where the interest on Non-Convertible Debentures (NCDs) falls under Section 196 of the Income Tax Act, 1961 in accordance with the provisions of the Act.</p>
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## 29. Address For Correspondence

<p><b>Company</b></p>	<p>9<sup>th</sup> Floor Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079</p> <p>Contact No.- <a href="tel:022-68815555">022-68815555</a>  Email ID - <a href="mailto:gfl.secretarial@godrejfinance.com">gfl.secretarial@godrejfinance.com</a>  Website <a href="https://finance.godrejcapital.com/gf/information-and-policies">https://finance.godrejcapital.com/gf/information-and-policies</a></p>
<p><b>Registrar &amp; Share Transfer Agent</b></p>	<p>MUFG Intime India Private Limited (“Formerly known as Link Intime India Private Limited”)  247 Park, C-101, 1<sup>st</sup> floor, Vikhroli West, Mumbai - 400 083.  Tel No.: 022-49186000  Fax No.:022-4918 6060  Email: <a href="mailto:debtca@in.mpms.mufg.com">debtca@in.mpms.mufg.com</a>  Website: <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a></p> <p>KFin Technologies Limited  301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra, India, 400070,  Contact No: 022 4617 0911</p> <p>E-mail id: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  Website: <a href="https://www.kfintech.com/">https://www.kfintech.com/</a></p>
<p><b>Debenture Trustee</b></p>	<p>Catalyst Trusteeship Limited  GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038</p>



	Tel No.: (020) 66807200 Email: <a href="mailto:ComplianceCTL-Mumbai@ctltrustee.com">ComplianceCTL-Mumbai@ctltrustee.com</a> . Website: <a href="http://www.catalysttrustee.com">www.catalysttrustee.com</a>
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**CERTIFICATE PURSUANT TO REGULATION 62D (14) UNDER CHAPTER VA READ  
WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND  
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Board of Directors  
Godrej Finance Limited

Dear Board Members,

In compliance with Regulation 62D (14) under Chapter VA read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- A. We, Pankaj Gupta, MD&CEO and Mr. Kunal Karnani, Chief Financial Officer of the Company have reviewed financial statements and the cash flow statement for the quarter and financial year ended March 31, 2025 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the quarter and financial year ended March 31, 2025 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) that there are no significant changes in internal control over financial reporting during the quarter and financial year ended March 31, 2025
  - (2) that there are no significant changes in accounting policies during the quarter and financial year ended March 31, 2025 and that the same have been disclosed in the notes to the financial statements; and
  - (3) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Godrej Finance Limited

Pankaj Gupta  
MD&CEO  
DIN: 10891578



Kunal Karnani  
Chief Financial Officer



Place: Mumbai  
Date: May 5, 2025

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

### CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to regulation 53 and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**Godrej Finance Limited**  
Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East), Mumbai - 400079

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Godrej Finance Limited** having (CIN: U67120MH1992PLC065457) and having registered office at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 53 read with Schedule V, Para C, sub - clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge, information and based on the individual confirmations received from the Board of Directors of the Company and the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Pirojsha Adi Godrej	00432983	25/08/2021
2.	Mr. Manish Anant Shah	06422627	25/08/2021
3.	Ms. Anisha Motwani	06943493	09/01/2023
4.	Mr. Hemant Ratnakar Adarkar	03127893	27/10/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.



This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Date: May 5, 2025  
Place: Mumbai

For RATHI & ASSOCIATES  
COMPANY SECRETARIES

*Neha R Lahoty*

NEHA R. LAHOTY  
PARTNER  
M. NO.: FCS 8568  
COP NO.: 10286  
UDIN: F008568G000266144  
P. R. Cert. No: 6391/2025

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

### ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 62M of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

**Godrej Finance Limited ('the Company')**  
**for the financial year ended March 31, 2025**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Godrej Finance Limited (hereinafter referred as 'the listed entity') having its Registered Office at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of secretarial review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have been appointed by the listed entity to submit the Annual Secretarial Compliance Report pursuant to Regulation 62M of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended March 31, 2025,

#### **We have examined:**

- (a) all the documents and records made available to us and explanation provided by the listed entity and its officers;
- (b) the filings/ submissions made by the listed entity to the stock exchange(s) from time to time;
- (c) website of the listed entity; and
- (d) documents and filings, made by the listed entity and made available to us which has been relied upon to make this certification,

**for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:**

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, *to the extent applicable*;
- (b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended.

**Provisions of the following Regulations and Circulars/ Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and circulars/ guidelines issued thereunder were not applicable to the listed entity during the Review Period:**

- a. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- c. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- d. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and

circulars/ guidelines issued thereunder; and based on the examination of the above referred documents and records, and Notice No. 20230316-14 dated March 16, 2023, issued by BSE Limited and the format of the Certificate approved by the Council of the Institute of Company Secretaries of India on May 10, 2024, and based on the examination, we hereby report that, during the Review Period:



a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Details of violation/ Deviations and Action Taken/ Penalty imposed, if any on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity



c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u>		
	<ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> </ul>	Yes	-
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<u>Maintenance and disclosures on Website:</u>		
	<ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> </ul>	Yes	-
	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> </ul>	Yes	-
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	-
4.	<u>Disqualification of Director:</u>  None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<u>To examine details related to Subsidiaries of listed entities:</u>		
	a. Identification of material subsidiary companies.	NA	The Company does not have any subsidiaries.
	b. Requirements with respect to disclosure of material as well as other subsidiaries.	NA	



6.	<u>Preservation of Documents:</u>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<u>Related Party Transactions:</u>		
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.	Yes	-
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	N.A.	All the transactions with the Related parties have been approved by the Audit Committee.
9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	N.A.	The listed entity is a debt listed entity. Hence, the provisions of Regulation 30 are not applicable to the debt listed entity.
10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued	Yes	-



	thereunder (or)  <del>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del>		
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No instance of tendering of resignation by the Auditors during the period under report
13.	<u>Additional Non-compliances, if any:</u>  No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc. except as reported above	Yes	-

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 62M (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Place: Mumbai  
Date: May 5, 2025

For RATHI & ASSOCIATES  
COMPANY SECRETARIES

*Neha R Lahoty*

NEHA R LAHOTY  
PARTNER  
MEM. NO. FCS 8568  
COP No. 10286  
UDIN: F008568G000266221  
P.R. No.: 6391/2025

# BATLIBOI & PUROHIT

## Chartered Accountants

### INDEPENDENT AUDITOR'S REPORT

To the Members of Godrej Finance Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Godrej Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.



Key audit matters	How our audit addressed the key audit matter
<p><b>1. Assessment of impairment loss provision on loans based on Expected Credit Loss model under IND AS 109</b></p>	
<p>As per Ind AS 109, "Financial Instruments", allowance for loan losses are computed using expected credit loss ('ECL') estimation model. The estimation of ECL on financial instruments involves significant judgement and estimates. The key areas where we identified greater levels of management judgement and therefore increased levels of audit focus are:</p> <ul style="list-style-type: none"> <li>• The application of ECL model requires several data inputs. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model.</li> <li>• Judgmental models are used to estimate ECL which involves determining Probabilities of Default ("PD"), Loss Given Default ("LGD"), and Exposures at Default ("EAD"). The PD and the LGD are the key drivers of estimation complexity in the ECL and as a result are considered significant judgmental aspect of the Company's modelling approach.</li> <li>• Ind AS 109 requires the Company to measure ECL on an unbiased forward - looking basis reflecting a range of future economic conditions. Significant management judgement is applied in determining the economic scenarios used and the probability weights applied to them.</li> </ul> <p>As a part of our risk assessment, we determined that the impairment of loans and advances to customers, has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the Financial Statements as a whole and hence we have identified this as a Key Audit Matter.</p>	<p>Our audit procedures were focused on assessing the appropriateness of management's judgement and estimates used in the impairment analysis that included, but were not limited to, the following:</p> <ul style="list-style-type: none"> <li>• Reviewed the Board approved ECL Policy concerning the assessment of credit and other risks.</li> <li>• Obtained an understanding of the modelling techniques adopted by the Company including the key inputs and assumptions.</li> <li>• Tested controls placed for key inputs, data and assumptions impacting ECL calculations to assess the completeness, accuracy and relevance of data and reasonableness of economic forecasts, weights, and model assumptions applied.</li> <li>• Performed the following substantive procedures on sample of loan assets: <ul style="list-style-type: none"> <li>- tested appropriateness of staging of borrowers based on DPD and other loss indicators.</li> <li>- tested the arithmetical accuracy of the ECL computation by using the same input data as used by the Company.</li> <li>- verified the completeness and adequacy of the disclosures made in the financial statements and ensured compliance with Ind AS.</li> </ul> </li> <li>• Obtained written representations from management on whether they believe significant assumptions used in calculation of expected credit losses are reasonable.</li> </ul>



Key audit matters	How our audit addressed the key audit matter
<p><b>2. Information Technology system used for the financial reporting process</b></p>	
<p>The Company's key financial accounting and reporting processes are highly dependent on information technology considering the significant number of transactions that are processed daily across multiple Information Technology ('IT') systems. The Financial accounting system of the Company is interfaced with several other IT systems including Loan Management &amp; Originating systems as well as several other systemic workflows.</p> <p>IT general and application controls are critical to ensure that IT systems are able to process the data, completely, accurately and consistently for reliable financial reporting, changes to applications and underlying data are made in an appropriate manner. Adequate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to the applications and data.</p> <p>These include implementation of preventive and detective controls across critical applications and infrastructure.</p> <p>Due to the pervasive nature of role of information technology systems in financial reporting, we planned our audit by assessing the risk of a material misstatement arising from the IT systems as significant for the audit, hence this a Key Audit Matter.</p>	<p>During the course of audit, we deployed our internal experts to carry out the review of IT general controls. Our key audit processes were as under:</p> <ul style="list-style-type: none"> <li>• review of the IT applications and IT infrastructure of the Company in order to identify the IT applications and the infrastructure which has a significant impact on the financial reporting process, as "Key IT systems/applications"</li> <li>• obtaining an understanding of Company's Key IT applications, databases and operating systems.</li> <li>• review of reports of information security audits conducted by the Company either internally or through external experts.</li> <li>• testing design and operating effectiveness of IT controls such as IT governance and policy framework, access controls, change management controls, program development &amp; system implementation, IT operations &amp; backup controls, data integrity and protection controls, business continuity and disaster recovery, incident management, batch processing &amp; monitoring etc.</li> <li>• testing of compensating controls and performing alternate procedures, whenever necessary.</li> <li>• testing the accuracy of the information produced by the Company's key IT systems/applications.</li> <li>• testing of compliance with the requirements relating to 'Audit Trail' under 'the Companies Act, 2013'.</li> </ul> <p>We employed various techniques such as inquiry, review of documentation/ record/ reports and observation, for the purpose of IT review.</p>



**Information Other than the Financial statements and Auditors report thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Board's report including annexures to Board's report, but does not include the financial statements and our auditor's report thereon. The aforesaid other information is expected to be made available to us after the date of this auditor's report.
- Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.



**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matter**

The financial statements of the Company for the year ended March 31, 2024, included in these financial statements, have been audited by predecessor Auditor, who expressed an unmodified opinion on those statements vide their report dated April 30, 2024.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph 3 (vi) below.
  - iii. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - v. On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - vi. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2 (ii) above and 3(vi) below.
  - vii. With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;



- viii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.;
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company has made provision as required under applicable laws or accounting standards for material foreseeable losses on long-term contracts including derivative contracts;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. No dividend has been declared or paid during the year by the Company.
  - vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which along with access management tool, have feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except in case of one software where the feature of recording audit trail was not enabled for changes performed by privileged users at the application level for certain records. During the



course of performing our procedures, other than the aforesaid instances of audit trail not enabled, where the question of our commenting does not arise, we did not notice any instance of audit trail feature being tampered with. The Company has preserved the audit trail for the prior financial year in compliance with statutory record retention requirements, except in relation to certain records of the software for which the audit trail feature was not enabled.

**For Batliboi & Purohit**

Chartered Accountants

Firm registration number: 101048W

*K. A. Mehta*

**Kaushal Mehta**

Partner

Membership No.: 111749

UDIN: 25111749BMOLHF7889

Place : Mumbai

Date : May 05, 2025



**Annexure A to the Independent Auditor's Report**

(referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report to the Members of Godrej Finance Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of 2 years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not involve inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in Note 14 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the unaudited books of account of the Company.
- (iii) The Company is a non – deposit taking Non Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI) and as a part of its business activities is engaged in the business of lending across various types of loans. During the year, in the ordinary course of its business, the Company has made investments in, provided guarantee/security to and granted loans and advances in the nature of loans, secured and unsecured, to companies, firms, limited liability partnerships and



other parties. With respect to such investments, guarantees/security and loans and advances:

- (a) The Company's principal business is to give loans accordingly, reporting under clause (iii)(a) is not applicable to the Company.
- (b) In our opinion, having regard to the nature of the Company's business, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the Company's interest;
- (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated by the Company. Having regard to the voluminous nature of loan transactions, it is not practicable to furnish entity-wise details of amount, due date for repayment or receipt and the extent of delay in this report (as suggested in the Guidance Note on CARO 2020, issued by the Institute of Chartered Accountants of India for reporting under this clause), in respect of loans and advances which were not repaid / paid when they were due or were repaid / paid with a delay, in the normal course of lending business. Further, except for 360 loans classified as credit impaired ('stage 3') with aggregate exposure of principal and interest of Rs. 47 crores, 251 loans where credit risk has increased significantly since initial recognition ('stage 2') with aggregate exposure of principal and interest of Rs. 46 crores and 198 loans where the credit risk has not increased significantly since initial recognition but have some overdue of up to 30 days ('stage 1') with aggregate exposure of principal and interest of Rs. 43 crores as at March 31, 2025, in respect of which the Company has disclosed asset classification / staging in Note 5.1 to the financial statements in accordance with Indian Accounting Standards (Ind AS) and the guidelines issued by the Reserve Bank of India, the parties in respect of 25,388 loans with aggregate exposure of principal and interest of Rs. 8477 crore are repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable.
- (d) In respect of loans and advances in the nature of loans, as disclosed in Note 5.1 to the financial statements, the total amount outstanding of loans classified as credit impaired ('stage 3') (including loans overdue for more than ninety days) as at March 31, 2025 is Rs. 47 crores (360 loans). In such instances, in our opinion, reasonable steps have been taken by the Company for recovery of the overdue amount of principal and interest.
- (e) The Company's principal business is to give loans and is a registered NBFC, accordingly, reporting under clause (iii)(e) is not applicable.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.



- (iv) The Company has not advanced loans or made investments in or provided guaranty or security to parties covered by section 185 of the Act and the provisions of section 186 of the Act is not applicable to the Company. Hence reporting under paragraph 3(iv) of the Order is not applicable.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013, for the business activities carried out by the Company. Hence reporting under paragraph 3 (vi) of the Order is not applicable
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues applicable to it.  
As informed, Company does not have any dues of sales tax, wealth tax, value added tax, excise duty and custom duty.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, outstanding dues of sales tax, Goods & Service tax and income tax that have not been deposited by the Company on account of disputes are given below:

Name of the statute	Nature of dues	Amount (Rs. In Lakhs)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income tax Act, 1961	Income tax	3.14	AY 2011-12	AO
Income tax Act, 1961	Income tax	3.58	AY 2016-17	CIT (A)
Income tax Act, 1961	Income tax	3.21	AY 2017-18	AO
Income tax Act, 1961	Income tax	1.40	AY 2017-18	AO
Income tax Act, 1961	Income tax	0.88	AY 2019-20	AO



- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company and maturity profile of financial assets and financial liabilities provided in the notes to the financial statements, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally) during the year
- (xi) (a) No fraud/material fraud by the Company or no fraud /material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.



- (xii) (a) The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934)
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
- (d) The Group does not have more than one Core Investment Company, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses during the current financial year, however it has incurred cash losses of Rs 1431.28 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the basis of the financial ratios disclosed in Note 43.1 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the



date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company is not required to contribute towards Corporate Social Responsibility, hence reporting under clause 3 (xx) (a) and (b) of the Order is not applicable to the Company.

**For Batliboi & Purohit**  
Chartered Accountants  
Firm registration number: 101048W

*K. A. Mehta*

**Kaushal Mehta**  
Partner  
Membership No.: 111749



UDIN: 25111749BMOLHF7889

Place : Mumbai  
Date : May 05, 2025

**Annexure B - to the Independent Auditor's Report**

(Referred to in paragraph 2(vii) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the Financial Statements of Godrej Finance Limited)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of Godrej Finance Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.



**Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls With Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Batliboi & Purohit**

Chartered Accountants

Firm registration number: 101048W

*Kaushal Mehta*

**Kaushal Mehta**

Partner

Membership No.: 111749



UDIN: 25111749BMOLHF7889

Place : Mumbai

Date : May 05, 2025

# BATLIBOI & PUROHIT

## Chartered Accountants

The Board of Directors  
Godrej Finance Limited  
Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East),  
Mumbai – 400079

### Independent Auditors' Additional Report

1. We have been engaged by Godrej Finance Limited (the "Company") to verify and report on matters specified in the Reserve Bank of India's Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, DNBS. PPD.03/66.15.001/2016-17 dated September 29, 2016 (the "Directions"), for the year ended March 31, 2025.
2. The Company is a Non-Banking Financial Company-Middle Layer (NBFC-ML) as defined in Para 2.9.1 of the Master Direction - Non-Banking Financial Company - Scale Based Regulation (Reserve Bank) Directions, 2023 dated October 19, 2023 and accordingly reporting is done for various clauses of the direction.

### Management's Responsibility

1. The compliance with the Directions is the responsibility of the Management of the Company including the preparation and maintenance of all relevant records and other supporting documents. This responsibility includes the design, implementation and maintenance of internal control relevant to compliance with the Directions.
2. The Management is responsible for ensuring that the Company complies with the requirements of the NBFC Master Directions and the relevant provisions of the Companies Act, 2013 (the "Act") and for maintenance of proper books of account and such other records as prescribed by Reserve bank of India and other applicable laws.

### Auditors' Responsibility

3. Pursuant to the requirements of the NBFC Master Directions, it is our responsibility to provide a limited assurance on whether the assertions made by the Company with respect to compliance with the Directions as at March 31, 2025 and the information provided by the management, are in agreement with the audited books of account and other relevant records maintained by the Company.
4. We have conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. Our scope of work did not include verification of compliance with other requirements of other circulars and notifications issued by regulatory authorities from time to time and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company, taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such an opinion.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.



6. The financial statements of Godrej Finance Ltd for the year ended March 31, 2025, have been audited by us, on which we have issued an unmodified opinion vide our audit report dated May 5, 2025. Our audit of these financial statements was conducted in accordance with the Standard on Auditing (SAs) specified under section 143(10) of the Act. This Standard requires that we plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free of material misstatement.
7. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We have performed the following procedures:
  - i. Examined the audited books of account as at and for the year ended March 31, 2025 and other relevant documents as considered necessary.
  - ii. Obtained written representation from the Management confirming the compliance with the Directions as at March 31, 2025.

**Conclusion**

8. Based on the information, explanation and management representations provided and procedures performed by us as stated in paragraph 7 above, nothing has come to our attention that causes us to believe that the following assertions provided by management, is not in agreement with the aforesaid audited books of account and other relevant records maintained by the Company:
  - i) The Company's principal business is conducting Non-Banking Financial activities and has obtained a Certificate of Registration No. N-13-00368 dated 03/12/2021 from the Reserve Bank of India. (This is the Date of revised Certificate of Registration (COR) post change in name of the Company from Ensemble Holdings & Finance Limited to Godrej Finance Limited. Original COR was issued on March 18, 1998.)
  - ii) The company is entitled to continue to hold the Certificate of Registration in terms of its principal business criteria i.e. asset/income pattern as on March 31, 2025.
  - iii) The Company has met the required net owned fund requirement as laid down in Master Direction - Non-Banking Financial Company — Scale Based Regulation (Reserve Bank) Directions, 2023 dated October 19, 2023.
  - iv) The Board of Directors has passed a resolution for non-acceptance of any public deposits at the meeting held on April 30, 2024.
  - v) The Company has not accepted any public deposits during the year.
  - vi) The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Master Direction - Non-Banking Financial Company — Scale Based Regulation (Reserve Bank) Directions, 2023 dated October 19, 2023.
  - vii) The Company's financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") referred to in section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015.
  - viii) The Capital Adequacy Ratio ("CRAR") of the Company as on March 31, 2025 as disclosed in the unaudited Return submitted to the RBI in form DNBS03 is 23.09%. The CRAR is updated as 23.09% in the audited financial statements. The said ratio is in compliance with the minimum CRAR requirement of 15% as prescribed by the RBI.
  - ix) The Company has furnished to the RBI the unaudited annual statement of capital funds, risk assets/exposures and risk asset ratio Form DNBS03 on April 21, 2025.



- x) The Company is not classified as NBFC Micro Finance Institutions (MFI) as defined in the Master Direction - Non-Banking Financial Company — Scale Based Regulation (Reserve Bank) Directions, 2023 dated October 19, 2023.

**Restriction of use**

9. This report is addressed to the Board of Directors of the Company solely for the use of the management of the Company for submission to RBI as required by the NBFC Master Directions and is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. This Report relates only to the items specified above and does not extend to any financial statements of the Company taken as a whole.

**For Batliboi & Purohit**  
Chartered Accountants  
Firm Registration Number: 101048W

*Kaushal Mehta*

**Kaushal Mehta**

Partner

Membership Number: 111749

UDIN: 25111749BMOLHV2438

Place: Mumbai

Date: May 21, 2025



**Godrej Finance Limited**  
Balance Sheet as at March 31, 2025

(Currency : Indian Rupees in lakhs)

Particulars	Note No.	As at	
		March 31, 2025	March 31, 2024
<b>ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash and cash equivalents	3	50,300.62	25,765.04
(b) Receivables	4		
(i) Trade receivables			
(ii) Other Receivables		1,677.09	1,184.98
(c) Loans	5	9,12,463.98	4,80,612.96
(d) Investments	6	22,288.17	
(e) Other financial assets	7	2,091.88	888.48
		<b>9,88,821.74</b>	<b>5,08,451.46</b>
<b>(2) Non Financial Assets</b>			
(a) Current tax assets (net)	8A	2,192.32	973.21
(b) Deferred tax assets (net)	8B	832.80	
(c) Property, plant and equipment	9	1,682.81	1,719.16
(d) Right-of-use assets	9	1,968.45	2,156.01
(e) Intangible assets under development	9	30.13	98.46
(f) Other intangible assets	9	4,406.12	3,209.99
(g) Other non financial assets	10	1,130.44	994.09
		<b>12,243.07</b>	<b>9,150.92</b>
<b>Total Assets</b>		<b>10,01,064.81</b>	<b>5,17,602.38</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>(1) Financial Liabilities</b>			
(a) Derivative financial instruments	11	128.61	
(b) Payables	12		
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	12.1		22.42
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12.1	6,557.74	4,417.48
(c) Debt Securities	13	2,53,803.94	1,13,260.12
(d) Borrowings (Other than Debt Securities)	14	5,14,047.44	2,56,434.97
(e) Lease liabilities	35	2,077.69	2,203.20
(f) Other financial liabilities	15	15,160.78	15,380.48
		<b>7,91,776.20</b>	<b>3,91,718.67</b>
<b>(2) Non-Financial Liabilities</b>			
(a) Provisions	16	566.12	252.53
(b) Other non-financial liabilities	17	538.50	391.92
		<b>1,104.62</b>	<b>644.45</b>
<b>(3) Equity</b>			
(a) Equity share capital	18	1,15,036.33	91,818.66
(b) Other equity	19	93,147.66	33,420.60
		<b>2,08,183.99</b>	<b>1,25,239.26</b>
<b>Total Liabilities and Equity</b>		<b>10,01,064.81</b>	<b>5,17,602.38</b>

Material Accounting Policies and accompanying notes forming part of the Financial Statements.

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As per our report of even date attached  
For Batliboi & Purohit  
Chartered Accountants  
Firm Registration No.: 101048W

**Kaushal Mehta**  
Partner  
Membership No: 111749  
Place: Mumbai  
Date: May 05, 2025



For and on behalf of the Board of Directors  
Godrej Finance Limited  
CIN: U67120MH1992PLC065457

**Manish Shah**  
Non-Executive Director  
DIN: 06422627  
Place: Mumbai  
Date: May 05, 2025

**Pankaj Gupta**  
Managing Director & CEO  
DIN: 10891578  
Place: Mumbai  
Date: May 05, 2025

**Kunal Karnani**  
Chief Financial Officer  
Place: Mumbai  
Date: May 05, 2025

**Chunni Singh**  
Company Secretary  
Place: Mumbai  
Date: May 05, 2025



# Godrej Finance Limited

Statement of cash flow for the year ended March 31, 2025

(Currency : Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>A Cash flow from operating activities</b>		
Profit/(Loss) before tax	9,428.81	(2,920.57)
<i>Adjustments for</i>		
Net gain on fair value change	(935.57)	(779.47)
Impairment on financial assets	8,272.19	2,751.21
Depreciation, amortisation and impairment	2,246.65	1,489.29
Interest income on security deposits	(19.89)	(12.50)
Remeasurements of the defined benefit plans	(71.94)	(66.68)
Cash flow hedge reserve (net)	(1,537.75)	-
Profit on sale of fixed assets	8.32	(4.53)
<b>Operating cash flow before working capital changes</b>	<b>17,390.82</b>	<b>456.75</b>
<i>Add / (Less): Adjustments for working capital changes</i>		
(Increase)/ Decrease in Other Bank balances	-	1,525.81
(Increase)/ Decrease in Receivables	(492.11)	(1,152.08)
(Increase)/ Decrease in Loans	(4,40,123.21)	(3,49,792.71)
(Increase)/ Decrease in Other Financial Assets	(1,199.51)	(797.15)
(Increase)/ Decrease in Other non financial assets	(136.35)	(561.54)
Increase/ (Decrease) in Derivative financial instruments	128.61	25.41
Increase/ (Decrease) in Trade Payables	2,117.80	2,448.27
Increase/ (Decrease) in Other financial liabilities	(219.70)	10,398.43
Increase/ (Decrease) in Provisions	313.59	141.56
Increase/ (Decrease) in Other non-financial liabilities	146.58	127.24
<b>Cash (used in) operations</b>	<b>(4,22,073.48)</b>	<b>(3,37,180.01)</b>
(Income tax paid)/ Income tax refund received	(1,219.11)	(626.40)
<b>Net cash (used in) operating activities - A</b>	<b>(4,23,292.59)</b>	<b>(3,37,806.41)</b>
<b>B Cash flow from investing activities</b>		
Purchase of property, plant and equipment	(563.00)	(1,577.55)
Purchase of intangible assets	(2,124.22)	(1,658.24)
Movement in intangible assets under development	68.33	(37.91)
Proceeds from sale of property, plant and equipment	-	42.56
Purchase of investments	(10,39,474.48)	(5,10,415.67)
Proceeds from sale of investments	10,18,121.88	5,30,709.41
<b>Net cash generated from/(used in) investing activities - B</b>	<b>(23,971.49)</b>	<b>17,062.60</b>
<b>C Cash flow from financing activities</b>		
Proceeds from issue of equity shares (including securities premium)	74,292.82	79,962.29
Repayment of Lease Obligations	(649.44)	(494.62)
Proceeds from issue of debt securities	2,66,464.64	2,22,380.75
Repayment of debt securities	(1,25,920.83)	(1,29,982.21)
Proceeds from borrowings (other than Debt securities)	5,97,675.20	3,45,700.00
Repayment of borrowings (other than Debt securities)	(3,40,062.73)	(1,82,922.91)
<b>Net cash generated from financing activities - C</b>	<b>4,71,799.66</b>	<b>3,34,643.30</b>
<b>Net increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>24,535.58</b>	<b>13,899.49</b>
Cash and cash equivalent as at the beginning of the year	25,765.04	11,865.55
<b>Cash and cash equivalent as at the end of the year</b>	<b>50,300.62</b>	<b>25,765.04</b>



# Godrej Finance Limited

Statement of Profit and Loss for the year ended March 31, 2025

(Currency : Indian Rupees in lakhs)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Revenue from operations</b>			
(i) Interest Income	20	84,832.60	34,346.53
(ii) Fee and Commission Income	21	10,135.64	3,418.65
(iii) Net gain on fair value changes	22	935.57	779.47
(iv) Net gain on derecognition of financial instruments under amortised cost	22a	1,420.58	473.88
<b>I Total revenue from operations</b>		<b>97,324.39</b>	<b>39,018.53</b>
<b>II Other Income</b>	23	1,356.75	784.60
<b>III Total Income ( I + II)</b>		<b>98,681.14</b>	<b>39,803.13</b>
<b>Expenses</b>			
(i) Finance costs	24	44,186.35	18,216.13
(ii) Impairment on financial instruments	25	8,272.19	2,751.21
(iii) Employee Benefits Expenses	26	20,326.19	12,966.34
(iv) Depreciation, amortization and impairment	9	2,246.65	1,489.29
(v) Other expenses	27	14,220.95	7,300.73
<b>IV Total expenses</b>		<b>89,252.33</b>	<b>42,723.70</b>
<b>V Profit/ (Loss) before tax for the year ( III - IV)</b>		<b>9,428.81</b>	<b>(2,920.57)</b>
<b>VI Tax Expense</b>		<b>(791.61)</b>	-
(a) Current tax	28	-	-
(b) Deferred tax	28	(791.61)	-
(c) Short / (Excess) provision for earlier years		-	-
<b>VII Net profit/ (loss) after tax for the year ( V - VI)</b>		<b>10,220.42</b>	<b>(2,920.57)</b>
<b>VIII Other Comprehensive Income</b>			
Items that will not be reclassified to profit and loss			
(i) Remeasurement gains and (losses) on defined benefit obligations		(71.94)	(66.68)
(ii) Income tax relating to items that will not be reclassified to profit and loss		41.19	-
Items that will be reclassified to profit and loss			
(i) Cash flow hedge reserve (net)		(1,537.75)	-
<b>Other Comprehensive Income/(Loss)</b>		<b>(1,568.50)</b>	<b>(66.68)</b>
<b>IX Total Comprehensive income/(Loss) for the year ( VII + VIII)</b>		<b>8,651.92</b>	<b>(2,987.25)</b>
<b>X Earnings per equity share in Rupees (Face value Rs. 10 each)</b>			
Basic and Diluted	29	0.97	(0.41)

Material Accounting Policies and accompanying notes forming part of the Financial Statements. 2-48

As per our report of even date attached

For Batliboi & Purohit

Chartered Accountants

Firm Registration No.: 101048W

*Kaushal Mehta*

**Kaushal Mehta**

Partner

Membership No: 111749

Place: Mumbai

Date: May 05, 2025



For and on behalf of the Board of Directors

Godrej Finance Limited

CIN: U67120MH1992PLC065457

*Manish Shah*

**Manish Shah**

Non-Executive Director

DIN: 06422627

Place: Mumbai

Date: May 05, 2025

*Pankaj Gupta*

**Pankaj Gupta**

Managing Director & CEO

DIN: 10891578

Place: Mumbai

Date: May 05, 2025

*Kunal Karnani*

**Kunal Karnani**

Chief Financial Officer

Place: Mumbai

Date: May 05, 2025



*Chunni Singh*

**Chunni Singh**

Company Secretary

Place: Mumbai

Date: May 05, 2025

# Godrej Finance Limited

Statement of cash flow for the year ended March 31, 2025

(Currency : Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
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**Notes:**

i) **Reconciliation of cash and cash equivalents as per the statement of cash flow**

Particulars	March 31, 2025	March 31, 2024
Cash and Cash Equivalents as per above comprise of the following:		
- Cash in Hand	0.37	1.90
- In Current accounts	40,302.78	25,762.64
- In certificate of deposits	9,997.47	-
- Cheques, drafts on hand	-	0.50
<b>Balances as per statement of cash flow</b>	<b>50,300.62</b>	<b>25,765.04</b>

ii) The above Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard - 7 " Statement of Cash flow ".

iii) There is no amount of cash and cash equivalent balances held by the entity that are not available for use by the group.

**Material Accounting Policies and accompanying notes forming part of the Financial Statements.** 2-48

As per our report of even date attached  
For Batliboi & Purohit  
Chartered Accountants  
Firm Registration No.: 101048W



**Kaushal Mehta**  
Partner  
Membership No: 111749  
Place: Mumbai  
Date: May 05, 2025



For and on behalf of the Board of Directors  
Godrej Finance Limited  
CIN: U67120MH1992PLC065457



**Manish Shah**  
Non-Executive Director  
DIN: 06422627  
Place: Mumbai  
Date: May 05, 2025

**Pankaj Gupta**  
Managing Director & CEO  
DIN: 10891578  
Place: Mumbai  
Date: May 05, 2025

**Kunal Karnani**  
Chief Financial Officer  
Place: Mumbai  
Date: May 05, 2025

**Chunni Singh**  
Company Secretary  
Place: Mumbai  
Date: May 05, 2025



# Godrej Finance Limited

Statement of changes in equity for the year ended March 31, 2025

(Currency : Indian Rupees in lakhs)

## A. Equity Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	91,81,86,630	91,818.66	55,47,03,291	55,470.33
Add: Shares issued during year	23,21,76,743	23,217.67	36,34,83,339	36,348.33
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	1,15,03,63,373	1,15,036.33	91,81,86,630	91,818.66

## B. Other Equity

Particulars	Reserves and Surplus				Total Other Equity
	Securities premium	Special reserve u/s 45IC of RBI act, 1934	Retained Earnings	Cash flow hedge reserve	
Balance As at April 01, 2023	1,550.39	402.37	(9,158.87)	-	(7,206.11)
Profit for the year	-	-	(2,920.57)	-	(2,920.57)
Other comprehensive income/(loss) for the year	-	-	(66.68)	-	(66.68)
Issue of equity shares	43,613.96	-	-	-	43,613.96
Transfer from / (to)	-	-	-	-	-
Share issue expenses	-	-	-	-	-
Balance As at March 31, 2024	45,164.35	402.37	(12,146.12)	-	33,420.60
Profit for the year	-	-	10,220.42	-	10,220.42
Other comprehensive income/(loss) for the year	-	-	(30.75)	(1,537.75)	(1,568.50)
Issue of equity shares	51,078.88	-	-	-	51,078.88
Transfer from / (to)	-	2,044.09	(2,044.09)	-	-
Share issue expenses	(3.74)	-	-	-	(3.74)
Balance As at March 31, 2025	96,239.49	2,446.46	(4,000.54)	(1,537.75)	93,147.66

Nature and Purpose of reserve -Refer Note 19A.

Material Accounting Policies and accompanying notes forming part of the Financial Statements.

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As per our report of even date attached  
For Batliboi & Purohit  
Chartered Accountants  
Firm Registration No.: 101048W

Kaushal Mehta  
Partner  
Membership No: 111749  
Place: Mumbai  
Date: May 05, 2025



For and on behalf of the Board of Directors  
Godrej Finance Limited  
CIN: U67120MH1992PLC065457

Manish Shah  
Non-Executive Director  
DIN: 06422627  
Place: Mumbai  
Date: May 05, 2025

Kunal Karnani  
Chief Financial Officer  
Place: Mumbai  
Date: May 05, 2025

Pankaj Gupta  
Managing Director & CEO  
DIN: 10891578  
Place: Mumbai  
Date: May 05, 2025

Chunni Singh  
Company Secretary  
Place: Mumbai  
Date: May 05, 2025



**Godrej Finance Limited**  
**Notes to the financial statements for the year ended March 31, 2025**

**1. Corporate Information**

Godrej Finance Limited was incorporated on February 17, 1992 and is registered with the Reserve Bank of India as a Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI) as defined under section 45-IA of the Reserve Bank of India ('RBI') Act, 1934 with effect from March 18, 1998, holding Certificate of Registration No "N-13.00368". The Non convertible debentures (NCDs) of the Company are listed on National Stock Exchange of India Ltd (NSE). The Company's primary business is advancing loans and financing. The Company has its registered office at Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai -400079. The Company is a wholly owned subsidiary of Godrej Capital Limited w.e.f from March 30, 2023. The Company has been classified as NBFC- ML (middle layer) by RBI as part of its 'Scale Based Regulation' dated October 22, 2021.

**2 Basis of preparation & Material accounting policies**

**2.1 Statement of compliance**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016. These financial statements together with the comparative reporting period have been prepared in accordance with the recognition and measurement principles as laid down in Ind AS, prescribed under Section 133 of the Companies Act, 2013 ('the Act'), Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and guidelines issued by Reserve Bank of India (RBI), as amended from time to time and the guidance notes/announcements issued by Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations.

The Company uses accrual basis of accounting except in case of significant uncertainties. The accounting policies are applied consistently to all the financial years presented in the financial statements.

The financial statements are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

The financial statements of the Company for the year ended March 31, 2025 were approved for issue in accordance with the resolution of the Board of Directors on 05 May 2025.

**2.2 Basis of measurement**

The financial statements have been prepared on an accrual basis under the historical cost convention as modified by the application of fair value measurements required or allowed by the relevant standards under Ind AS.

Historical cost is generally the amount of cash or cash equivalents paid or the fair value of the consideration given in exchange for goods and services.

The financial statements have been prepared on a historical cost basis except for the fair value through other comprehensive income (FVOCI) instruments and certain financial assets and financial liabilities measured at fair value through profit and loss statement (FVTPL).

**2.3 Functional and Presentation Currency**

The financial statements are presented in Indian Rupees (rounded to the nearest lakhs) which is determined to be the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

**2.4 Presentation of financial statements**

The Balance Sheet and the Statement of profit and loss are prepared and presented in the format prescribed in the Division III to Schedule III to the Companies Act, 2013 ("the Act") as amended from time to time. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flow". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, Statement of Changes in Equity as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Ind AS, RBI and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**2.5 Use of estimates and judgements**

The preparation of financial statements in conformity with Ind-AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised and future periods. The estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet date listed here in below under critical accounting estimates and judgements.

Information about critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

**A. Useful lives of property, plant and equipment and intangible assets**

The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period or even earlier in case, circumstances change such that the amount recorded value of an asset may not be recoverable.

**B. Determination of lease term:**

Ind AS 116 – Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

**C. Fair value of financial instruments**

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see Note - 40.

**D. Business model assessment**

Classification and measurement of financial asset depends upon the results of the solely payment of principal and interest (SPPI) and the business model test. The Company determines the business model at a level that reflects how groups of financial asset are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the asset is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held.

**E. Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation as at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.



## Godrej Finance Limited

### Notes to the financial statements for the year ended March 31, 2025 (Continued)

#### **F. Contingent liabilities & Commitments**

Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefits is not probable or cannot be reliably measured. Contingent liabilities are disclosed unless the possibility of an outflow of resources embodying economic benefit is remote.

Commitments are future liabilities, which include undrawn loan commitments, estimated amount of contracts remaining to be executed on capital account and not provided for.

#### **G. Employee Benefits**

##### **i) Short-term employee benefits**

Short-term employee benefits in respect of salaries and wages, including non-monetary benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss for the year falling due within twelve months in which the related service is rendered.

##### **ii) Defined Contribution Plan**

The Company's contribution paid/payable during the year towards Provident and other funds is charged to the statement of profit and loss in the year in which employee renders the related service.

##### **iii) Measurement of defined benefit obligations**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each financial year end.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the actuary considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

The Company has an obligation towards gratuity, a non funded defined benefit plan covering eligible employees. Vesting for gratuity occurs upon completion of five years of service.

Details of the unfunded defined benefit plans for its employees are given in Note - 39 which is as certified by the actuary using projected unit credit method.

##### **iv) Compensated Absences**

Eligible employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation using projected unit credit method for the unused entitlement that has accumulated as at the balance sheet date.

#### **H. Effective interest rate**

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments and other fee income/expense that are integral parts of the instrument.

#### **I. Measurement of impairment of loans and advances**

Judgement is required by management in the estimation of the amount and timing of future cash flows when determining an impairment loss for loans and advances in new businesses. In estimating these cash flows, the Company makes judgements about the borrower's financial situation compare the borrower's profile with customers having similar profile to estimate probability of default and the net realisable value of collateral, if any. These estimates are based on assumptions about a number of factors including forward looking information, and actual results may differ, resulting in future changes to the impairment allowance.

#### **2.6 Recent Pronouncements:**

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendment to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements based on its evaluation has determined that it does not have any significant impact in its financial statements.



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

### 2.7 Material accounting policies

#### 2.7.1 Financial Instruments

Financial assets and financial liabilities are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

##### 2.7.1.1 Financial assets

###### i) Initial recognition and measurement

All financial assets are recognized initially at fair value adjusted for incremental transaction costs and income that are directly attributable to the acquisition of the financial asset except for following :

Financial assets measured at FVTPL which are recognised at fair value; and transaction cost are adjusted to profit and loss statement.

The financial assets include investments in mutual funds, trade and other receivables, loans and advances and cash and bank balances. However, trade and other receivables that do not contain a significant financing component are measured at transaction price.

###### ii) Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- At amortised cost, and
- At fair value through other comprehensive income (FVOCI), and
- At fair value through profit and loss (FVTPL).

###### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold the asset for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### Financial Assets at Amortised Cost

Financial assets at amortised cost include loans receivable, and other financial assets that are held with the objective of collecting contractual cash flows. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate (EIR). The effective interest rate (EIR) amortisation is included in interest income in the statement of Profit and Loss.

###### Fair value through other comprehensive income (FVOCI)

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income ("OCI"), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of profit and loss and recognised in other gains/(losses) (net). Interest income from these financial assets is included in other income using the effective interest rate (EIR) method.

###### Fair value through Profit and Loss (FVTPL)

Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit and loss ('FVTPL').

###### iii) Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period in which the Company changes its business model for managing financial assets.



## Godrej Finance Limited

### Notes to the financial statements for the year ended March 31, 2025 (Continued)

#### iv) Impairment

The provision for credit risks, which is recognized in accordance with the expected credit loss method specified by Ind AS 109 and in accordance with uniform standards applied, encompasses all financial assets measured at amortised cost. The calculation of the provision for credit risks generally takes into account the exposure at default, the probability of default and the loss given default.

Financial assets are subject to credit risks, which are taken into account by recognising the amount of the expected loss; such allowances are recognised for both financial assets with objective evidence of impairment and non-impaired financial assets.

The general approach is used for financial assets measured at amortised cost on initial recognition. Financial assets are broken down into three stages in the general approach.

Stage 1 consists of financial assets that are being recognised for the first time or that have not demonstrated any significant increase in probability of default since initial recognition. In this stage, the model requires the calculation of an expected credit loss for the next twelve months.

Stage 2 consists of financial assets for which there is a significant increase in credit risk. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Stage 3 Financial assets demonstrating objective indications of impairment are allocated to stage 3. The Company assumes that the financial asset is credit impaired if it is more than 90 days past due.

In stage 2 and 3, an expected credit loss is calculated for the entire remaining maturity of the asset.

The Company considers a financial asset to be in default when :

- the borrower is unlikely to pay its credit obligations to the Company in full or in part, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Both historical information, such as average historical default probabilities for each portfolio, and forward-looking information is used to determine the measurement parameters for calculating the provision for credit risks.

Impairment arises in a number of situations, such as delayed payment over a certain period, the initiation of enforcement measures, the threat of insolvency or over indebtedness, application for or the initiation of insolvency proceedings, or the failure of restructuring measures.

Reviews are regularly carried out to ensure that the allowances are appropriate. Uncollectible loans or receivables that are already subject to a workout process and for which all collateral has been recovered and all further options for recovering the loan or receivable have been exhausted are written off directly. Any valuation allowances previously recognised are utilised. Income subsequently collected in connection with loans or receivables already written off is recognised in the statement of profit and loss.

Loans are reported in the balance sheet at the net off Expected Credit Loss (ECL) provision.

#### Measurement of ECL

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

The Probability of Default (PD) is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

The Exposure at Default (EAD) is an estimate of the exposure at a Balance sheet date.

The Loss Given Default (LGD) is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

When estimating the ECLs, the company adds a management override/overlays to account for stressed scenarios which are then reviewed on a periodic basis . This takes into account the expected inherent risk for different segments in the portfolio and the macro economic environment. The assumptions are periodically validated and modified as appropriate.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.



**v) Write - offs**

Financial assets are written off either partially or in their entirety when the Company has no reasonable expectations of recovery. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment of financial instruments in the statement of profit and loss. However, financial assets that are written off may be subject to enforcement activities to comply with the Company's procedures for recovery of amounts due.

**2.7.1.2 Financial liabilities**

**i) Initial recognition and measurement**

All financial liabilities are recognised initially at fair value adjusted for incremental transaction costs that are directly attributable to the financial liabilities except in the case of financial liabilities recorded at FVTPL where the transaction costs are charged to the Statement of Profit and Loss.

**ii) Subsequent measurement**

For the purpose of subsequent measurement, financial liabilities are classified as financial liabilities at amortised cost.

**Financial liabilities at amortised cost**

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the effective interest rate (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate (EIR). The effective interest rate (EIR) amortisation is included as finance costs in the statement of profit and loss.

**2.7.1.3 De-recognition, Modification and Transfer**

**Financial Asset**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primary derecognised when ;

- The rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset; or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the statement of profit and loss.

If the terms of a financial assets are modified, the Company evaluates whether the cash flow of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value.

If the cash flows of the modified asset carried at amortised cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Company recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cashflows that are discounted at the financial asset's original effective interest rate and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in the the statement of profit and loss. Any costs or fees incurred adjust the carrying amount of modified financial asset and are amortised over the remaining term of the modified financial asset. If such a modification is carried out because of financial difficulties of the borrower, then the gain or loss is presented together with impairment losses, in other cases, it is presented as interest income.



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

### Financial Liability

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Company derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit and loss.

#### 2.7.1.4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance sheet, if there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

#### 2.7.1.5 Derivative financial instruments

The Company enters into swap contracts and other derivative financial instruments to hedge its exposure to foreign exchange and interest rates. Hedges of foreign exchange risk on firm commitments are accounted as cash flow hedges. The Company does not hold derivative financial instruments for speculative purpose.

Derivatives are initially recognised at fair value at the date of a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship. The Company designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedges). A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

### Hedge Accounting Policy

The Company makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the Company applies hedge accounting for transactions that meet specific criteria. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Company would assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an on-going basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

### Cash Flow Hedges

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability (such as all or some future interest payments on variable rate debt) or a highly probable forecast transaction and could affect profit and loss. For designated and qualifying cash flow hedges, the effective portion of the cumulative gain or loss on the hedging instrument is initially recognised directly in OCI within equity (cash flow hedge reserve). The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in Finance Cost in the statement of profit and loss. When the hedged cash flow affects the statement of profit and loss, the effective portion of the gain or loss on the hedging instrument is recorded in the corresponding income or expense line of the statement of profit and loss. When a hedging instrument expires, is sold, terminated, exercised, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that has been recognised in OCI at that time remains in OCI and is recognised when the hedged forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the statement of profit and loss. The Company's hedging policy only allows for effective hedging relationships to be considered as hedges as per the relevant Ind-AS. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed.

#### 2.7.1.6 Cash and Cash equivalents

Cash and cash equivalents consist of cash on hand, balances with bank, deposits with bank (with original maturity of three months or less). For the purposes of presentation in the statement of cash flow, cash and cash equivalents include cash on hand and current account balances with banks that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.



## Godrej Finance Limited

### Notes to the financial statements for the year ended March 31, 2025 (Continued)

#### 2.7.1.7 Fair value measurement

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments. The management regularly reviews significant unobservable inputs and valuation adjustments.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques are as follows :

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as price) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

#### 2.7.2 Share capital

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

#### 2.7.3 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

#### 2.7.4 Foreign currency transactions and balances

##### i) Initial recognition:

Foreign currency transactions are recorded in the reporting currency (which is Indian Rupees), by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

##### ii) Conversion:

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

##### iii) Exchange differences:

All exchange differences arising on settlement or translation of monetary items are recognized as income or as expenses in the period in which they arise.

#### 2.7.5 Property, Plant and Equipment (Tangible assets) & Depreciation

##### i) Recognition and measurement

Property, Plant and Equipment ("PPE") are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

### ii) Subsequent measurement

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the part will flow to the Company and its cost can be measured reliably. All other expenses on existing PPE, including day-to-day repair and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### iii) Depreciation

Depreciation on PPE is provided on a straight-line basis to allocate their cost, net of their residual value over the estimated useful life of the respective asset. The Company has estimated the useful lives to depreciate its PPE which is in accordance with those prescribed under Schedule II of the The Companies Act ,2013, except vehicles, in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset. The following are the estimates of the useful lives to depreciate its PPE: The following are the estimates of the useful lives to depreciate its PPE:

Particulars	Estimated useful life by the Company
Computer Hardware	3 - 5 Years
Office Equipment	5 Years
Vehicles	5 Years
Furniture and Fixtures	10 Years

Leasehold improvements are amortized on a straight line basis over the period of lease of the asset.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Consequently, the useful life of certain computer-related assets, office equipment and vehicles differ from the life prescribed in Schedule II of the Companies Act, 2013.

Property, plant and equipment costing less than 5,000 are fully depreciated in the year of purchase.

## 2.7.6 Intangible assets

### i) Recognition and measurement

The Company's intangible assets primarily consist of computer softwares. Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets.

Development costs include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the assets are recognised in the statement of profit and loss when the asset is derecognised.

### ii) Amortisation of intangible assets

Intangible assets are amortized on a straight line basis over the estimated useful economic life. Intangible assets are amortised as per management's estimate over a period of 3 to 10 years or license period whichever is earlier. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at each financial year end. Costs associated with maintaining software programmes are recognised as an expense as incurred.



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

### 2.7.7 Employee Benefits Expenses

#### 2.7.7.1 Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

#### 2.7.7.2 Post-Employment Benefits

##### Defined contribution schemes

All eligible employees of the company are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employee and the company contribute monthly at a stipulated percentage of the covered employee's salary. Contributions are made to Employees Provident Fund Organization in respect of Provident Fund, Pension Fund and are charged to Statement of Profit and Loss at actuals. The company has no liability for future provident fund benefits other than its annual contribution.

##### Defined Benefit schemes

###### Gratuity

The Company provides for gratuity covering eligible employees under which a lumpsum payment is paid to vested employees at retirement, death, incapacitation or termination of employment, of an amount reckoned on the respective employee's salary and his tenor of employment with the Company. The Company accounts for its liability for future gratuity benefits based on actuarial valuation determined at each Balance Sheet date by an Independent Actuary using Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its longterm nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Re-measurement, comprising of actuarial gains and losses (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

##### Other Long term employee benefits

###### Accumulated compensated absences

The Company provides for liability of accumulated compensated absences for eligible employees on the basis of an independent actuarial valuation carried out at the end of the year, using the projected unit credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss for the period in which they occur.

### 2.7.8 Employee Share Based Payments

#### Equity-settled scheme:

Equity-settled share-based payments made by the parent Company to the employees of the Company are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. Fair value determined at the grant date is reduced by payment, If any, made to the parent, is recognised as deemed contribution to equity from parent.

### 2.7.9 Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

### 2.7.10 Earnings per share

Basic earnings per share are calculated by dividing the net profit and loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit and loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares which may involve issue of equity shares. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share.

### 2.7.11 Income Taxes

Income tax expense comprises current tax and deferred tax and is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in OCI.

#### Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities using the tax rates and tax laws that are enacted or substantively enacted by the balance sheet date and applicable for the period.

Current tax items in correlation to the underlying transaction relating to OCI and equity are recognized in OCI and in equity respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

#### Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised.

Unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off deferred tax assets against deferred tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 2.7.12 Leases

The Company's lease assets primarily consist of leases for office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:



## Godrej Finance Limited

### Notes to the financial statements for the year ended March 31, 2025 (Continued)

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee. Short term leases (lease term of twelve months or less) and low value leases are recognized as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### 2.7.13 Segment reporting

The Company is engaged in the business segment of Financing, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated and to assess its performance, and for which discrete financial information is available. Further other business segments do not exceed the quantitative thresholds as defined by the Ind AS 108 on "Operating Segment". Hence, there are no separate reportable segments, as required by the Ind AS 108 on "Operating Segment".

#### 2.7.14 Revenue and Expense Recognition

##### 2.7.14.1 Interest income

Interest income is presented in the statement of profit and loss includes interest on financial assets measured at amortised cost calculated on an effective interest rate basis. Fee income and expense that are integral to the effective interest rate on a financial asset are included in the effective interest rate computation. The amortization of income and expenses for financial assets under EIR approach is done on a systematic basis that exactly discounts estimated future cash flows of the financial assets through the expected life of the assets.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets. (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated applying the EIR to the amortised cost of the credit-impaired financial asset (i.e. the gross carrying amount less the allowances for ECLs).

##### 2.7.14.2 Commission and fee income

Commissions earned by the Company which are not directly attributable to disbursement of loans are recognised in the statement of profit and loss as and when incurred.

Fee and commission income include fees other than those that are an integral part of EIR. The Company recognises the fee and commission income in accordance with the terms of the relevant contracts / agreement and when it is probable that the Company will collect the consideration.

Cheque bounce charges, late payment charges, foreclosure charges or any other charges recovered from customers are recorded as and when realized.

##### 2.7.14.3 Profit or loss earned on sale of investments

is recognised on trade date basis, determined based on the weighted average cost of the investments sold.



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

### 2.7.14.4 Dividend income

Dividend income is recognized when:

- the right to receive dividend is established which is generally when shareholders approve the dividend,
- it is probable that the economic benefits associated with the dividend will flow to the entity and
- amount of dividend can be measured reliably.

### 2.7.14.5 Net gain on derecognition of financial instruments under amortised cost category

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss.

### 2.7.14.6 Other income

Revenue from services is recognised net of taxes as and when the service is performed as per the relevant agreements.

### 2.7.14.7 Interest expenses

Interest expense is presented in the statement of profit and loss includes interest on liabilities measured at amortised cost calculated on an effective interest basis. Fee and borrowing costs that are integral to the effective interest rate on a financial liability are included in the effective interest rate computation. The amortization of expenses for financial liabilities under EIR approach is done on a systematic basis that exactly discounts estimated future cash flows of the financial liabilities through the expected life of the financial liability.

### 2.7.14.8 Borrowing costs

Borrowing costs incurred in connection with the borrowing of funds including the ancillary cost are amortised and accounted as interest expense using the EIR method.

Other borrowing costs are recognised as expense in the period in which they are incurred.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>3. Cash and cash equivalents</b>		
a) Cash on hand	0.37	1.90
b) Balances with Banks		
i) in current accounts	40,302.78	25,762.64
ii) in certificate of deposits	9,997.47	-
c) Cheques, drafts on hand	-	0.50
<b>Total</b>	<b><u>50,300.62</u></b>	<b><u>25,765.04</u></b>
<b>4. Receivables</b>		
<b>4.1 Trade receivables</b>		
a) Trade Receivables considered good - Secured	-	-
b) Trade Receivables considered good - Unsecured	-	-
<b>Total</b>	<b><u>-</u></b>	<b><u>-</u></b>
<b>4.2 Other Receivables</b>		
a) Other Receivables considered good - Secured	221.05	-
b) Other Receivables considered good - Unsecured	1,456.04	1,184.98
<b>Total</b>	<b><u>1,677.09</u></b>	<b><u>1,184.98</u></b>

**\* Refer note 4A: Other Receivables ageing Schedule**

## 4.2 Other receivables

## 4A Other Receivables ageing Schedule

Particulars	As at March 31, 2025					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Other Receivables Considered Good - Secured	221.05	-	-	-	-	221.05
(ii) Other Receivables Considered Good - Unsecured	631.33	-	-	0.93	-	632.26
<b>Total</b>	<b>852.38</b>	<b>-</b>	<b>-</b>	<b>0.93</b>	<b>-</b>	<b>853.31</b>

Particulars	As at March 31, 2024					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Other Receivables Considered Good - Secured	-	-	-	-	-	-
(ii) Other Receivables Considered Good - Unsecured	235.76	20.02	0.93	-	-	256.71
<b>Total</b>	<b>235.76</b>	<b>20.02</b>	<b>0.93</b>	<b>-</b>	<b>-</b>	<b>256.71</b>

Particulars	As at March 31, 2025	As at March 31, 2024
Other receivables as per above ageing	853.31	256.71
Add: Unbilled dues	823.78	928.27
<b>Total</b>	<b>1,677.09</b>	<b>1,184.98</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**Particulars****As at  
March 31, 2025****As at  
March 31, 2024****5. Loans****At amortised cost****A. Product wise Details**

At Amortised cost

a) Term loans

8,61,312.09

4,53,532.21

b) Pass through certificates

59,202.62

30,651.40

**Total (A) - Gross**

9,20,514.71

4,84,183.61

Less: Impairment loss allowance

(8,050.73)

(3,570.65)

**Total (A) - Net****9,12,463.98****4,80,612.96****B. Security wise Details**

At Amortised cost

a) Secured

6,20,584.40

3,60,813.14

b) Unsecured

2,99,930.31

1,23,370.47

**Total (B) - Gross**

9,20,514.71

4,84,183.61

Less: Impairment loss allowance

(8,050.73)

(3,570.65)

**Total (B) - Net****9,12,463.98****4,80,612.96****C. Region wise Details**

At Amortised cost

a) Loans in India

- Others

9,20,514.71

4,84,183.61

b) Loans outside India

-

-

**Total (C) - Gross**

9,20,514.71

4,84,183.61

Less: Impairment loss allowance

(8,050.73)

(3,570.65)

**Total (C) - Net****9,12,463.98****4,80,612.96****D. Nature of Loan wise Details**

At Amortised cost

a) Term loans

8,61,312.09

4,53,532.21

b) Pass through certificates

59,202.62

30,651.40

**Total (D) - Gross**

9,20,514.71

4,84,183.61

Less: Impairment loss allowance

(8,050.73)

(3,570.65)

**Total (D) - Net****9,12,463.98****4,80,612.96**

5. Loans (Continued)

5.1 Analysis of changes in the gross carrying amount and corresponding Impairment loss allowance in relation to loans:

Particulars	As at March 31, 2025							
	Stage 1		Stage 2		Stage 3		Total	
	Term loans (Gross)	Impairment loss allowance	Term loans (Gross)	Impairment loss allowance	Term loans (Gross)	Impairment loss allowance	Term loans (Gross)	Impairment loss allowance
Balance as at the beginning of the year	4,82,324.68	2,986.51	879.15	95.98	979.78	488.16	4,84,183.61	3,570.65
New Assets Originated or Purchased, net of repayments	5,21,993.79	4,141.83	-	-	-	-	5,21,993.79	4,141.83
Assets derecognised or repaid (excluding write offs)	(52,776.83)	(336.62)	(510.19)	(50.73)	(438.12)	(286.85)	(53,725.14)	(674.20)
Transfer during the year								
Transfer to Stage 1	117.31	14.39	(117.31)	(14.39)	-	-	-	-
Transfer to Stage 2	(5,038.61)	(142.46)	5,038.61	142.46	-	-	-	-
Transfer to Stage 3	(7,702.70)	(531.34)	(220.36)	(27.03)	7,923.06	558.37	-	-
Changes in opening credit exposures (additional disbursement net of repayments)	(27,734.80)	(902.14)	(450.39)	(0.17)	39.75	1,587.74	(28,145.44)	685.43
Impact of changes in credit risk on account of stage movements	-	(13.45)	-	253.12	-	2,741.83	-	2,981.50
Amounts written off	-	-	-	-	(3,792.11)	(2,654.48)	(3,792.11)	(2,654.48)
Balance as at the end of the year	9,11,182.84	5,216.72	4,619.51	399.24	4,712.36	2,434.77	9,20,514.71	8,050.73

Particulars	As at March 31, 2024							
	Stage 1		Stage 2		Stage 3		Total	
	Term loans (Gross)	Impairment loss allowance	Term loans (Gross)	Impairment loss allowance	Term loans (Gross)	Impairment loss allowance	Term loans (Gross)	Impairment loss allowance
Balance as at the beginning of the year	1,34,113.45	865.81	352.84	43.39	29.87	15.50	1,34,496.16	924.70
New Assets Originated or Purchased, net of repayments	3,32,267.88	2,894.58	-	-	-	-	3,32,267.88	2,894.58
Assets derecognised or repaid (excluding write offs)	(11,925.52)	(77.84)	(34.87)	(4.30)	-	-	(11,960.39)	(82.14)
Transfer during the year								
Transfer to Stage 1	77.69	9.60	(77.69)	(9.60)	-	-	-	-
Transfer to Stage 2	(703.45)	(54.63)	703.45	54.63	-	-	-	-
Transfer to Stage 3	(1,000.80)	(333.34)	(57.89)	(7.09)	1,058.68	340.43	-	-
Changes in opening credit exposures (additional disbursement net of repayments)	29,495.43	(308.69)	(6.70)	-	(3.66)	-	29,485.07	(308.69)
Impact of changes in credit risk on account of stage movements	-	(8.98)	-	18.95	-	205.80	-	215.78
Amounts written off	-	-	-	-	(105.11)	(73.58)	(105.11)	(73.58)
Balance as at the end of the year	4,82,324.68	2,986.51	879.15	95.98	979.78	488.16	4,84,183.61	3,570.65



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>6. Investments</b>		
<b>Investments Carried at fair value through profit and loss</b>		
a) G-Securities	9,948.02	-
b) Treasury bills	12,340.15	-
<b>Total</b>	<b>22,288.17</b>	<b>-</b>
<b>Of the Above</b>		
a) Investment in India	22,288.17	-
b) Investments outside India	-	-
<b>Total</b>	<b>22,288.17</b>	<b>-</b>
<b>7. Other financial assets</b>		
Unsecured, considered good		
a) Security deposits	452.24	397.56
b) Excessive Interest Spread (EIS) Receivable	1,632.47	490.71
c) Others	7.17	0.21
<b>Total</b>	<b>2,091.88</b>	<b>888.48</b>
<b>8A Current tax assets (net)</b>		
a) Advance Income Taxes (net)	2,192.32	973.21
[Net of provision for income tax Rs.149.24 Lakhs (As at March 31, 2024 - Rs. 149.24 Lakhs)]		
<b>Total</b>	<b>2,192.32</b>	<b>973.21</b>
<b>8B Deferred tax assets (net)</b>		
a) Deferred tax assets	832.80	-
<b>Total</b>	<b>832.80</b>	<b>-</b>

For yearly movement in balances of deferred tax assets/( liabilities) refer Note no. - 28



9. Property, Plant and Equipment, Other Intangible Assets and Right of use assets

Particulars	Tangible assets					Total F = (A+B+C+D+E)	Right-of-use assets*		Other intangible assets	
	Leasehold Improvements (A)	Office Equipments (B)	Furniture & Fixtures (C)	Vehicles (D)	Computers (E)		Right of use assets	Total	Computer Software	Total
<b>A. Gross carrying amount</b>										
Balance at April 01, 2023	69.13	41.87	0.25	71.49	489.72	672.46	1,811.55	1,811.55	2,297.44	2,297.44
Addition	570.42	152.25	198.00	-	656.87	1,577.54	1,655.17	1,655.17	1,658.23	1,658.23
Disposal/Adjustments	-	-	-	(50.75)	-	(50.75)	(588.58)	(588.58)	-	-
<b>Balance at March 31, 2024</b>	<b>639.55</b>	<b>194.12</b>	<b>198.25</b>	<b>20.74</b>	<b>1,146.59</b>	<b>2,199.25</b>	<b>2,878.14</b>	<b>2,878.14</b>	<b>3,955.67</b>	<b>3,955.67</b>
Addition	121.15	34.84	-	-	407.02	563.01	629.46	629.46	2,124.21	2,124.21
Disposal/Adjustments	-	-	-	-	(18.62)	(18.62)	(158.70)	(158.70)	-	-
<b>Balance at March 31, 2025</b>	<b>760.70</b>	<b>228.96</b>	<b>198.25</b>	<b>20.74</b>	<b>1,534.99</b>	<b>2,743.64</b>	<b>3,348.90</b>	<b>3,348.90</b>	<b>6,079.88</b>	<b>6,079.88</b>
<b>B. Accumulated Depreciation / amortisation</b>										
Balance at April 01, 2023	4.06	5.78	0.02	10.46	61.78	82.10	448.63	448.63	230.53	230.53
Depreciation / Amortisation expense	84.34	28.37	11.77	8.50	277.73	410.71	564.09	564.09	515.15	515.15
Disposal/Adjustments	-	-	-	(12.72)	-	(12.72)	(290.59)	(290.59)	-	-
<b>Balance at March 31, 2024</b>	<b>88.40</b>	<b>34.15</b>	<b>11.79</b>	<b>6.24</b>	<b>339.51</b>	<b>480.09</b>	<b>722.13</b>	<b>722.13</b>	<b>745.68</b>	<b>745.68</b>
Depreciation / Amortisation expense	134.29	40.70	18.84	3.94	393.27	591.04	727.52	727.52	928.08	928.08
Disposal/Adjustments	-	-	-	-	(10.30)	(10.30)	(69.20)	(69.20)	-	-
<b>Balance at March 31, 2025</b>	<b>222.69</b>	<b>74.85</b>	<b>30.63</b>	<b>10.18</b>	<b>722.48</b>	<b>1,060.83</b>	<b>1,380.45</b>	<b>1,380.45</b>	<b>1,673.76</b>	<b>1,673.76</b>
<b>C. Net carrying amount (A-B)</b>										
As at March 31, 2024	551.15	159.97	186.46	14.50	807.08	1,719.16	2,156.01	2,156.01	3,209.99	3,209.99
As at March 31, 2025	538.01	154.11	167.62	10.56	812.51	1,682.81	1,968.45	1,968.45	4,406.12	4,406.12

\*Refer note 35 for detailed disclosure related to Leases

D. Ageing schedule

Particulars	Amount in Intangibles under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2025</b>					
Project in progress #	30.13	-	-	-	30.13
Project temporarily suspended	-	-	-	-	-
<b>As at March 31, 2024</b>					
Project in progress #	98.46	-	-	-	98.46
Project temporarily suspended	-	-	-	-	-

# There are no projects whose completion are overdue or has exceeded its cost compared to its original plan.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>10. Other non financial assets</b>		
Unsecured, considered good		
a) Balances with statutory authorities	75.37	203.27
b) Advances to vendors	414.02	125.82
c) Prepaid expenses	629.69	660.22
d) Advances to employees	11.36	4.78
<b>Total</b>	<b>1,130.44</b>	<b>994.09</b>

**11. Derivative financial instruments**
**Fair value liabilities**

a) Derivative financial instruments

<b>Total</b>	128.61	-
	<b>128.61</b>	<b>-</b>

Particulars	As at March 31, 2025		As at March 31, 2024	
	Notional amounts	Fair value assets/ Liabilities	Notional amounts	Fair value assets/ Liabilities
<b>Part I</b>				
<b>(i) Currency derivatives:</b>				
Currency swaps	1,26,509.75	64.18	-	-
<b>Subtotal (i)</b>	<b>1,26,509.75</b>	<b>64.18</b>	-	-
<b>(ii) Interest rate derivatives:</b>				
Forward rate agreements and Interest rate swaps	20,925.75	64.43	-	-
<b>Subtotal (ii)</b>	<b>20,925.75</b>	<b>64.43</b>	-	-
<b>Total Derivative Financial Instruments (i) + (ii)</b>	<b>1,47,435.50</b>	<b>128.61</b>	-	-
<b>Part II</b>				
Included in above (Part I) are derivatives held for				
<b>(i) Fair value hedging :</b>				
Currency derivatives	-	-	-	-
Interest rate derivatives	-	-	-	-
<b>Subtotal (i)</b>	-	-	-	-
<b>(ii) Cashflow hedging :</b>				
Currency derivatives	1,26,509.75	64.18	-	-
Interest rate derivatives	20,925.75	64.43	-	-
<b>Subtotal (ii)</b>	<b>1,47,435.50</b>	<b>128.61</b>	-	-
<b>(iii) Undesignated Derivatives Currency Swaps :</b>				
Undesignated Derivatives Currency Swaps	-	-	-	-
<b>Subtotal (iii)</b>	-	-	-	-
<b>Total Derivative Financial Instruments (i) + (ii) + (iii)</b>	<b>1,47,435.50</b>	<b>128.61</b>	-	-

The Company enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that either meet the hedge accounting requirements or hedges that are economic hedges. The table above shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts. The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

Particulars	As at March 31, 2025	As at March 31, 2024		
<b>12. Payables</b>				
<b>12.1 Trade payables * #</b>				
a) total outstanding dues of micro enterprises and small enterprises	-	22.42		
b) total outstanding dues of creditors other than micro enterprises and small enterprises	6,557.74	4,417.48		
<b>Total</b>	<b>6,557.74</b>	<b>4,439.90</b>		
<b>12.1.1 Trade Payable Ageing</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
<b>As at March 31, 2025</b>				
i) MSME	-	-	-	-
ii) Others	183.14	-	-	-
iii) Disputed dues-MSME	-	-	-	-
iv) Disputed dues-Others	-	-	-	-
<b>Total</b>	<b>183.14</b>	-	-	-
<b>As at March 31, 2024</b>				
i) MSME	22.42	-	-	-
ii) Others	446.98	-	-	-
iii) Disputed dues-MSME	-	-	-	-
iv) Disputed dues-Others	-	-	-	-
<b>Total</b>	<b>469.40</b>	-	-	-
<b>*Note:</b>				
<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>		
Trade payables as per above ageing	183.14	469.40		
Add: Unbilled dues	6,374.60	3,970.50		
<b>Total</b>	<b>6,557.74</b>	<b>4,439.90</b>		

# Refer note 33: Dues to Micro, Small Enterprises



**Godrej Finance Limited**

**Notes to the financial statements for the year ended March 31, 2025 (Continued)**

(Currency : Indian Rupees in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>13 Debt securities</b>		
<b>13.1 At amortised cost</b>		
<b>A. Secured (Refer Note 13.3)</b>		
a) Non convertible debentures (listed, fully paid and privately placed)	1,50,060.44	50,532.45
<b>(A)</b>	<u>1,50,060.44</u>	<u>50,532.45</u>
<b>B. Unsecured (Refer Note 13.4)</b>		
a) Commercial Papers	1,03,743.50	62,727.67
<b>(B)</b>	<u>1,03,743.50</u>	<u>62,727.67</u>
<b>Total</b>	<u><u>2,53,803.94</u></u>	<u><u>1,13,260.12</u></u>
<b>13.2 Of the Above</b>		
i) Debt securities in India	2,53,803.94	1,13,260.12
ii) Debt securities outside India	-	-
<b>Total</b>	<u><u>2,53,803.94</u></u>	<u><u>1,13,260.12</u></u>

**13.3 Terms of repayment of Secured Non convertible debentures As at March 31, 2025**

Original maturity (In no. of days)	Due within 1 year	Due 1 to 3 Years	More than 3 years	Total
<b>Issued at par and redeemable at par</b>				
365 days to 3 years	-	1,35,000.00	-	1,35,000.00
Interest accrued and impact of EIR	2,711.98	(178.11)	-	2,533.87
<b>Total</b>	<u>2,711.98</u>	<u>1,34,821.89</u>	<u>-</u>	<u>1,37,533.87</u>

Original maturity (In no. of days)	Due within 1 year	Due 1 to 3 Years	More than 3 years	Total
<b>Issued at discount and redeemable at par</b>				
365 days to 3 years	-	12,500.00	-	12,500.00
Interest accrued and impact of EIR	34.32	(7.75)	-	26.57
<b>Total</b>	<u>34.32</u>	<u>12,492.25</u>	<u>-</u>	<u>12,526.57</u>



(Currency : Indian Rupees in lakhs)

## Scrip-Wise Details

Name	Face Value	Types of Charge	ROI	Amount
8.17% Secured Rated Listed Redeemable NCD Series A FY 22-23 Date Of Maturity 30/04/2026	20,000.00	Pari-pasu	8.17%	20,232.80
8.75% Secured Rated Listed Redeemable NCD Series A FY 23-24 Date Of Maturity 18/01/2027	20,000.00	Pari-pasu	8.75%	20,350.00
8.02% Secured Rated Listed Redeemable NCD Series B FY 23-24 Date Of Maturity 15/03/2027	10,000.00	Pari-pasu	8.02%	10,037.35
8.60% Secured Rated Listed Redeemable NCD Series C1 FY 24-25 Date Of Maturity 25/11/2027	25,000.00	Pari-pasu	8.60%	25,748.08
8.60% Secured Rated Listed Redeemable NCD Series C2 FY 24-25 Date Of Maturity 25/09/2026	20,000.00	Pari-pasu	8.60%	20,876.49
8.18% Secured Rated Listed Redeemable NCD Series C3 FY 24-25 Date Of Maturity 30/12/2026	20,000.00	Pari-pasu	8.18%	20,412.36
8.35% Secured Rated Listed Redeemable NCD Series C4 FY 24-25 Date Of Maturity 20/03/2028	20,000.00	Pari-pasu	8.35%	20,054.90
8.35% Secured Rated Listed Redeemable NCD Series C4 FY 24-25 Date Of Maturity 20/03/2028 (Further Issue 1)	12,500.00	Pari-pasu	8.35%	12,534.32
<b>Less: EIR and Discount on Issue Impact</b>				(185.86)
<b>Total</b>	<b>1,47,500.00</b>			<b>1,50,060.44</b>

Note: The secured non-convertible debentures issued by the company are fully secured by way of pari-passu charge in favour of debenture trustee on the Standard Assets/receivables, investments and cash & cash equivalents to the extent required to maintain Asset Cover as per debenture trust deed of debenture outstanding except those receivables exclusively charged against which refinance is availed or will be availed from government bodies. Further the Company has at all times, for the non-convertible debentures issued, maintained asset cover as stated in the respective information memorandum which is sufficient to discharge the principal amount, interest accrued thereon and such other sums as mentioned therein.



## Terms of repayment of Secured Non convertible debentures As at March 31, 2024

Original maturity (In no. of days)	Due within 1			Total
	year	Due 1 to 3 Years	More than 3 years	
<b>Issued at par and redeemable at par</b>				
365 days to 3 years	-	50,000.00	-	50,000.00
Interest accrued and impact of EIR	630.50	(98.05)	-	532.45
<b>Total</b>	<b>630.50</b>	<b>49,901.95</b>	<b>-</b>	<b>50,532.45</b>

## Scrip-Wise Details

Name	Face Value	Types of Charge	ROI	Amount
8.17% Secured Rated Listed Redeemable NCD Series A FY 22-23 Date Of Maturity 30/04/2026	20,000.00	Pari-pasu	8.17%	20,236.62
8.75% Secured Rated Listed Redeemable NCD Series A FY 23-24 Date Of Maturity 18/01/2027	20,000.00	Pari-pasu	8.75%	20,353.83
8.60% Secured Rated Listed Redeemable NCD Series B FY 23-24 Date Of Maturity 15/03/2027	10,000.00	Pari-pasu	8.60%	10,040.05
<b>Less: EIR Impact</b>				(98.05)
<b>Total</b>	<b>50,000.00</b>			<b>50,532.45</b>

**Note :**The secured non-convertible debentures issued by the company are fully secured by way of pari-passu charge in favour of debenture trustee on the Standard Assets/receivables, investments and cash & cash equivalents to the extent required to maintain Asset Cover as per debenture trust deed of debenture outstanding except those receivables exclusively charged against which refinance is availed or will be availed from government bodies. Further the Company has at all times, for the non-convertible debentures issued, maintained asset cover as stated in the respective information memorandum which is sufficient to discharge the principal amount, interest accrued thereon and such other sums as mentioned therein.



## 13.4 Terms of repayment of Commercial paper As at March 31, 2025

Original maturity (In no. of days)	Due within 1			Total
	year	Due 1 to 3 Years	More than 3 years	
Issued at discount and redeemable at par upto 365 days	1,02,833.13	-	-	1,02,833.13
Discount accrued	910.37	-	-	910.37
<b>Total</b>	<b>1,03,743.50</b>	<b>-</b>	<b>-</b>	<b>1,03,743.50</b>

## Terms of repayment of Commercial paper As at March 31, 2024

Original maturity (In no. of days)	Due within 1			Total
	year	Due 1 to 3 Years	More than 3 years	
Issued at discount and redeemable at par upto 365 days	62,196.87	-	-	62,196.87
Discount accrued	530.81	-	-	530.81
<b>Total</b>	<b>62,727.67</b>	<b>-</b>	<b>-</b>	<b>62,727.67</b>

**Note:**

Interest rate ranges from 7.52% p.a. to 8.09 % p.a. as at 31 March 2025. (Interest rate ranges from 7.28% p.a. to 8.70 % p.a. as at 31 March 2024.)

Face value commercial paper is 1,07,500 lakhs as at 31 March 2025. (Face value commercial paper is 65,000 lakhs as at 31 March 2024.)



Particulars	As at March 31, 2025	As at March 31, 2024
<b>14 Borrowings (Other than debt securities)</b>		
<b>14.1 At amortised cost</b>		
Secured * # (Refer Note 14.3)		
a) Term loans from banks	5,07,045.92	2,36,252.95
b) Loan repayable on demand from banks	7,001.52	20,182.02
<b>Total</b>	<b>5,14,047.44</b>	<b>2,56,434.97</b>
<b>14.2 Of the Above</b>		
i) Borrowings in India	5,14,047.44	2,56,434.97
ii) Borrowings outside India	-	-
<b>Total</b>	<b>5,14,047.44</b>	<b>2,56,434.97</b>

\*Note: Loans taken from banks are secured by first pari passu charge on standard receivables of the company, both present and future excluding those receivables which are/will be exclusively charged to government bodies and first pari-passu charge on current assets including cash and cash equivalent of the company present and future, to the extent required to make any short fall in stipulated security cover.

# The quarterly returns/statements of current assets filed by the Company with the banks are in agreement with the books of accounts.

**14.3 Repayment terms of Borrowings (Other than debt securities)**

Terms of repayment of Borrowings (Other than debt securities) As at March 31, 2025

Original maturity of loan (No. of days)	Due within 1 year		Due 1 to 3 years		More than 3 years		Total
	No. of Instalments	Amount	No. of Instalments	Amount	No. of Instalments	Amount	Amount
<b>Monthly</b>							
Upto 365 Days	-	-	-	-	-	-	-
366 to 1095 Days	-	-	-	-	-	-	-
More than 1095 Days	-	-	-	-	-	-	-
<b>Quarterly</b>							
Upto 365 Days	-	-	-	-	-	-	-
366 to 1095 Days	4	10,000.00	3	7,500.00	-	-	17,500.00
More than 1095 Days	79	84,293.14	146	1,63,635.62	89	1,12,443.83	3,60,372.59
<b>Yearly</b>							
Upto 365 Days	-	-	-	-	-	-	-
366 to 1095 Days	-	-	-	-	-	-	-
More than 1095 Days	1	4,116.10	2	8,232.19	3	8,733.10	21,081.39
<b>On maturity (bullet)</b>							
Upto 365 Days	1	7,000.00	-	-	-	-	7,000.00
366 to 1095 Days	-	-	3	55,529.91	-	-	55,529.91
More than 1095 Days	-	-	3	51,307.59	-	-	51,307.59
Interest accrued and impact of EIR	-	-	-	-	-	-	1,255.97
<b>TOTAL</b>							<b>5,14,047.45</b>

Interest rates range from 7.18% p.a. to 9.10% p.a.

Terms of repayment of Borrowings (Other than debt securities) As at March 31, 2024

Original maturity of loan (No. of days)	Due within 1 year		Due 1 to 3 years		More than 3 years		Total
	No. of Instalments	Amount	No. of Instalments	Amount	No. of Instalments	Amount	Amount
<b>Monthly</b>							
Upto 365 Days	11	21,160.00	-	-	-	-	21,160.00
366 to 1095 Days	-	-	-	-	-	-	-
More than 1095 Days	-	-	-	-	-	-	-
<b>Quarterly</b>							
Upto 365 Days	35	44,869.30	-	-	-	-	44,869.30
366 to 1095 Days	-	-	69	89,655.26	32	48,532.11	1,38,187.37
More than 1095 Days	-	-	-	-	-	-	-
<b>On maturity (bullet)</b>							
Upto 365 Days	8	51,595.03	-	-	-	-	51,595.03
366 to 1095 Days	-	-	-	-	-	-	-
More than 1095 Days	-	-	-	-	-	-	-
Interest accrued and impact of EIR	-	-	-	-	-	-	623.27
<b>TOTAL</b>							<b>2,56,434.97</b>

Interest rates range from 7.40% p.a. to 9.90% p.a.



# Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
<b>15. Other financial liabilities</b>		
i) Book overdraft	11,066.02	13,247.16
ii) Payable to Employees	3,106.28	1,623.66
iii) Advances received from customers	17.67	17.53
iv) Other Financial Liabilities	970.81	492.13
<b>Total</b>	<b>15,160.78</b>	<b>15,380.48</b>
<b>16. Provisions</b>		
a) Provision for Employee Benefits		
i) Gratuity (Refer note.39)	358.86	189.40
ii) Compensated absences (Refer note.39)	207.26	63.13
<b>Total</b>	<b>566.12</b>	<b>252.53</b>
<b>17. Other non-financial liabilities</b>		
i) Statutory dues payable	538.50	391.92
<b>Total</b>	<b>538.50</b>	<b>391.92</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**18. Equity share capital****a) Share capital authorised, issued, subscribed and paid up :**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised Share capital:</b>				
Equity shares of Rs.10/- each	2,00,00,00,000	2,00,000.00	2,00,00,00,000	2,00,000.00
<b>Total</b>	<b>2,00,00,00,000</b>	<b>2,00,000.00</b>	<b>2,00,00,00,000</b>	<b>2,00,000.00</b>
<b>Issued, Subscribed and fully paid up:</b>				
Equity Shares of Rs. 10 each	1,15,03,63,373	1,15,036.33	91,81,86,630	91,818.66
<b>Total</b>	<b>1,15,03,63,373</b>	<b>1,15,036.33</b>	<b>91,81,86,630</b>	<b>91,818.66</b>

**b) Reconciliations of the number of shares and equity share capital :**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
<b>Equity Shares</b>				
Balance at the beginning of year	91,81,86,630	91,818.66	55,47,03,291	55,470.33
Add: Shares issued during year	23,21,76,743	23,217.67	36,34,83,339	36,348.33
<b>Balance at the end of the year</b>	<b>1,15,03,63,373</b>	<b>1,15,036.33</b>	<b>91,81,86,630</b>	<b>91,818.66</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**18. Equity share capital****c) Details of Shares held by Holding Entity, Ultimate holding Entity, their subsidiaries and associates :**

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% Holding	No. of shares	% Holding
<b>(i) Equity shares held by holding entity:</b> Godrej Capital Limited (including 1 share each held by its nominees)	1,15,03,63,373	100.00%	91,81,86,630	100.00%

**d) Details of Shareholder holding more than 5% shares as at the end of the year in the company :**

Name of Shareholders	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% Holding	No. of shares	% Holding
<b><u>Equity Shares of Rs. 10 each fully paid up</u></b> Godrej Capital Limited (including 1 share each held by its nominees)	1,15,03,63,373	100.00%	91,81,86,630	100.00%

**e) Details of Shareholding of Promoters :**

Name of Promoter	Change during the period	As at March 31, 2025		As at March 31, 2024	
		No. of shares	% Holding	No. of shares	% Holding
Godrej Capital Limited (including 1 share each held by its nominees)	-	1,15,03,63,373	100.00%	91,81,86,630	100.00%



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**18. Equity share capital**

**f) Terms/rights attached to Equity Shares**

The Company has one class of equity shares. Each equity share entitles the holder to one vote. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.

g) There are no equity shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

h) The Company has not allotted any shares as fully paid up pursuant to contracts without payment being received in cash, or as bonus shares from the date of incorporation. The Company has not bought back any of its equity shares.

i) There are no calls unpaid on any equity shares, and forfeited shares.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
<b>19. Other equity</b>		
a) Securities premium	96,239.49	45,164.35
b) Special reserve u/s 451C of RBI act, 1934	2,446.46	402.37
c) Retained Earnings	(4,000.54)	(12,146.12)
d) Cash flow hedge reserve	(1,537.75)	-
e) Impairment reserve	-	-
<b>Total</b>	<b>93,147.66</b>	<b>33,420.60</b>

**A. Nature and purpose of reserves**
**a. Securities premium**

Securities premium represents the amount of premium received by the Company on the issuance of shares. The utilisation of the Securities premium is in accordance with the provisions of the Companies Act, 2013.

**b. Special reserve u/s 451C of RBI act, 1934**

Special reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the RBI Act). Appropriation from this reserve fund is permitted only for the purposes specified by RBI.

**c. Retained Earnings**

Retained earnings comprises of the Company's undistributed earnings after taxes.

**d. Cash flow hedge reserve**

It represents the cumulative gains/(losses) arising on revaluation of the derivative instruments designated as cash flow hedges through OCI.

**e. Impairment reserve**

Impairment reserve is created when impairment allowance under Ind AS 109 is lower than the provisioning required (including standard asset provisioning) under prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP), as directed by RBI vide circular DOR (NBFC).CC.PD.No.109/22.10.106/2019- 20 dated 13th March, 2020.

**B. Movement in Other equity**

	As at	As at
	March 31, 2025	March 31, 2024
<b>a) Securities premium</b>		
Balance as at beginning of the year	45,164.35	1,550.39
Add : Premium Received on issue of shares	51,078.88	43,613.96
Less : Share issue expenses	(3.74)	-
<b>Balance as at end of the year</b>	<b>(a) 96,239.49</b>	<b>45,164.35</b>
<b>b) Special reserve u/s 451C of RBI act, 1934</b>		
Balance as at beginning of the year	402.37	402.37
Add : Transfer from retained earnings	2,044.09	-
<b>Balance as at end of the year</b>	<b>(b) 2,446.46</b>	<b>402.37</b>
<b>c) Retained Earnings</b>		
Balance as at beginning of the year	(12,146.12)	(9,158.87)
Add : Profit / (Loss) for the year	10,220.42	(2,920.57)
Add: Other comprehensive income/(loss) for the year	(30.75)	(66.68)
Less: Transfer to special reserve	(2,044.09)	-
<b>Balance as at end of the year</b>	<b>(c) (4,000.54)</b>	<b>(12,146.12)</b>
<b>d) Cash flow hedge reserve</b>		
Balance as at beginning of the year	-	-
Add: Other comprehensive income/(loss) for the year	(1,537.75)	-
<b>Balance as at end of the year</b>	<b>(d) (1,537.75)</b>	<b>-</b>
<b>e) Impairment reserve</b>		
Balance as at beginning of the year	-	-
Add : Transfer from retained earnings	-	-
<b>Balance as at end of the year</b>	<b>(e) -</b>	<b>-</b>
<b>Total (a+b+c+d+e)</b>	<b>93,147.66</b>	<b>33,420.60</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>20. Interest Income</b>		
a) On financial assets measured at amortised cost		
i) Interest income on loans	83,141.99	34,206.92
ii) Interest income on investments / debt instruments	83.30	-
iii) Interest income on deposits	310.31	114.25
b) On financial assets measured at Fair value through profit and loss (FVTPL)		
i) Interest income from investments	1,297.00	25.36
<b>Total</b>	<b>84,832.60</b>	<b>34,346.53</b>
<b>21. Fee and Commission Income</b>		
a) Fee income and other charges	3,684.99	1,155.17
b) Other commission income	6,450.65	2,263.48
<b>Total</b>	<b>10,135.64</b>	<b>3,418.65</b>
<b>22. Net gain on fair value changes</b>		
<b>On trading portfolio</b>		
Investments at Fair value through profit and loss (FVTPL)		
a) Profit on liquid mutual funds	826.03	767.39
b) Profit on debt securities and other investments held for trade (net)	109.54	12.08
<b>Total</b>	<b>935.57</b>	<b>779.47</b>
<b>Fair value changes:</b>		
a) Realised	830.58	794.71
b) Unrealised	104.99	(15.24)
<b>Total</b>	<b>935.57</b>	<b>779.47</b>
<b>22a. Net gain on derecognition of financial instruments under amortised cost category</b>		
a) Net gain on derecognition of financial instruments under amortised cost category	1,420.58	473.88
<b>Total</b>	<b>1,420.58</b>	<b>473.88</b>
<b>23. Other Income</b>		
a) Interest income on security deposits	20.27	12.50
b) Gain on Lease Modifications	5.91	17.30
c) Interest on income tax refund	92.87	19.55
d) Profit on sale of assets (net)	-	4.53
e) Service Charges	1,237.63	730.72
f) Miscellaneous income	0.07	-
<b>Total</b>	<b>1,356.75</b>	<b>784.60</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>24. Finance costs</b>		
a) On Financial liabilities measured at amortised cost		
i) Interest on borrowings (other than debt securities)	29,790.70	12,994.93
ii) Interest on debt securities	14,087.81	4,937.14
iii) Interest expense on leases	170.40	144.05
iv) Other Borrowing costs	137.44	140.01
<b>Total</b>	<b>44,186.35</b>	<b>18,216.13</b>
<b>25. Impairment of financial instruments</b>		
a) On Financial assets measured at amortised cost		
i) Loans (Refer note:5)	4,480.08	2,645.95
b) Write off (Refer note: 5)	3,792.11	105.26
<b>Total</b>	<b>8,272.19</b>	<b>2,751.21</b>
<b>26. Employee Benefits Expenses</b>		
a) Salaries, bonus and allowances (Net)*	18,393.98	11,916.52
b) Contribution to provident fund and other funds	592.17	409.49
c) Gratuity expenses (Refer note: 39)	111.55	56.93
d) Share based payments (Refer note: 38)	121.34	83.60
e) Staff welfare expenses	1,107.15	499.80
<b>Total</b>	<b>20,326.19</b>	<b>12,966.34</b>
<b>*Notes:</b>		
Salaries, bonus and allowances is net of salary cost recovered/reimbursed from/to related parties. Refer related party transaction Note- 37		
Salaries, bonus and allowances net of salary cost capitalised to Intangible Assets Under Development during the current year: Rs.678.68 Lakhs. (Previous Year: Nil).		
<b>27. Other expenses</b>		
a) Advertisement and Sales Promotion expenses	1,011.10	1,139.93
b) Auditor's fees and expenses (Refer note below)	20.60	18.69
c) Commission and Brokerage	38.80	26.98
d) Travelling and Conveyance	776.32	660.29
e) Computer & IT Expenses	1,228.41	1,111.13
f) Sitting fees and commission to Directors	52.32	43.69
g) Communication Expenses	91.76	45.75
h) Electricity Expenses	112.86	70.47
i) Housekeeping Expenses	479.34	167.15
j) Legal and Professional Fees	3,061.80	1,343.30
k) Loan sourcing cost	5,998.45	2,070.87
l) Membership and Subscription Fees	362.52	38.11
m) Office expenses	186.50	73.16
n) Printing and stationery	102.97	48.97
o) Rates, duties and taxes	27.85	23.16
p) Recruitment Expenses	224.15	138.41
q) Rent expenses	224.77	121.98
r) Repair and Maintenance- Others	176.94	122.13
s) Loss on sale of assets (Net)	8.32	-
t) Loans related other charges	-	1.04
u) Miscellaneous Expenses	35.17	35.52
<b>Total</b>	<b>14,220.95</b>	<b>7,300.73</b>
<b>27.1 Auditors' fees and expenses</b>		
Payments to auditor		
a) Audit fees	19.62	17.44
b) Certification fees	0.98	1.25
<b>Total</b>	<b>20.60</b>	<b>18.69</b>



Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

28. Tax expense and related balances

A. Amounts recognised in statement of profit and loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Current tax expense</b>		
Current period	-	-
Changes in estimated related to prior years	-	-
<b>Total current tax expense (A)</b>	<u>-</u>	<u>-</u>
<b>Deferred income tax liability / (asset), net</b>		
Origination and reversal of temporary differences	(791.61)	-
<b>Deferred tax expense (B)</b>	<u>(791.61)</u>	<u>-</u>
<b>Total tax expense for the year (A) + (B)</b>	<u><u>(791.61)</u></u>	<u><u>-</u></u>

B. Amounts recognised in other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Items that will not be reclassified to profit and loss		
(i) Income tax relating to items that will not be reclassified to profit and loss	41.19	-
<b>Total (a)</b>	<u>41.19</u>	<u>-</u>
(b) Items that will be reclassified to profit and loss		
(i) Income tax relating to items that will be reclassified to profit and loss	-	-
<b>Total (b)</b>	<u>-</u>	<u>-</u>
<b>Total (a+b)</b>	<u><u>41.19</u></u>	<u><u>-</u></u>

C. Reconciliation of effective tax rate

	For the year ended March 31, 2025 Amount	For the year ended March 31, 2024 Amount
<b>Profit/(Loss) before tax as per Statement of profit and loss</b>	9,428.81	(2,920.57)
<b>Applicable domestic tax rate</b>	25.168%	25.168%
Income tax expense calculated at applicable income tax rate	2,373.04	-
<b>Tax effect of:</b>		
Effect of expenses/provisions not deductible in determining taxable profit	2,885.66	-
Others	(6,050.31)	-
<b>Total tax expense</b>	<u>(791.61)</u>	<u>-</u>

D. Deferred tax balances

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Deferred Tax Assets (DTA)</b>		
Business loss and others	3,627.94	2,339.99
<b>Total DTA</b>	<u>3,627.94</u>	<u>1,789.42</u>
<b>Deferred Tax Liabilities (DTL)</b>		
WDV of tangible and intangible assets and Others	(2,795.14)	(1,789.42)
<b>Total DTL</b>	<u>(2,795.14)</u>	<u>(1,789.42)</u>
<b>Net DTA recognised in Balance sheet</b>	<u>832.80</u>	<u>-</u>

Deferred tax asset on unabsorbed depreciation, business losses and others are not created on conservative basis but it restricted to the deferred tax liability on tangible and intangible assets for the Financial Year 2023-24. For Financial Year 2024-25, based on probability of future taxable profits, Deferred tax asset has been recognised.

E. Tax balances

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Current tax assets (net)</b>		
Advance Income Taxes (net)	2,192.32	973.21
[Net of provision for income tax Rs.149.24 Lakhs (As at March 31, 2024 -Rs.149.24 Lakhs)]		
<b>Total</b>	<u>2,192.32</u>	<u>973.21</u>



**Godrej Finance Limited****Notes to the financial statements for the year ended March 31, 2025 (Continued)**

(Currency : Indian Rupees in lakhs)

**29. Earning per Share**

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Basic and Diluted earning per share</b>		
a) Profit/(Loss) after tax attributable to equity shareholders for Basic EPS (Numerator)	10,220.42	(2,920.57)
b) Weighted average no. of equity shares outstanding during the year for Basic EPS (Denominator)	1,05,87,49,583	71,31,06,824
c) Nominal value of equity shares (Rs. per share)	10.00	10.00
d) Basic and diluted earnings per share (EPS) (Rs. per share)	0.97	(0.41)

**30. Commitments and contingencies****A. Contingent liabilities**

The contingent liabilities of Disputed Income Tax which are pending against the company as at 31st March, 2025 are Rs. 15.02 Lakhs (As at 31st March, 2024: Rs. 12.21 Lakhs).

**B. Capital commitments**

Particulars	As at March 31, 2025	As at March 31, 2024
i) Estimated amount of contracts remaining to be executed on capital account and not provided for	1,385.14	897.34
ii) Undisbursed commitments in respect of the loan agreements	1,20,525.53	60,230.31

**31. Investor Education and Protection Fund**

There are no amounts due and outstanding to be credited to Investor Education and Protection Fund As at March 31, 2025 (As at 31st March, 2024: Nil).

**32. Unhedged foreign currency exposures**

The Company has unhedged foreign currency exposure of Rs. Nil as at March 31, 2025 (As at 31st March, 2024: Nil).

**33. Dues to Micro, Small Enterprises**

During the year micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company. The disclosures pursuant to MSMED Act based on the books of account are as under:

	As at March 31, 2025	As at March 31, 2024
i) The principal amount remaining unpaid to any supplier as at the end of the accounting year;	-	22.42
ii) The interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	-	-
iii) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iv) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
v) The amount of interest accrued and remaining unpaid at the end of accounting year;	-	-
vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. There is no undisputed amount overdue during the year ended and as at March 31, 2025 and March 31, 2024 to Micro, Small and Medium Enterprises on account of principal or interest.

**34. Segment Reporting**

The Company is engaged primarily in the business of financing in India. Accordingly, there are no separate reportable segments as per Ind-AS 108 dealing with Operating Segment.



# Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

## 35. Leases

Information about leases for which the Company is a lessee is presented below:

### (i) Right of use Asset

Particulars	As at	As at
	March 31, 2025	March 31, 2024
<b>Opening Right of use Asset</b>	2,156.01	1,362.92
Add: Addition for new leases	629.46	1,655.17
Less: Reduction for termination / closure	(158.70)	(588.58)
Less: Depreciation charge for the year (net of deduction)	(658.32)	(273.50)
<b>Closing Right of use Asset</b>	<b>1,968.45</b>	<b>2,156.01</b>

### (ii) Movement in Lease liabilities

Particulars	As at	As at
	March 31, 2025	March 31, 2024
<b>Opening lease liabilities</b>	2,203.20	1,406.14
Add: Addition for new leases	608.33	1,584.24
Add: Interest on lease liabilities	170.40	144.05
Less: Reduction for termination / closure	(92.07)	(315.30)
Less: Lease payments	(812.17)	(615.93)
<b>Closing lease liabilities</b>	<b>2,077.69</b>	<b>2,203.20</b>

### (iii) Amount recognised in Statement of Profit and Loss

Particulars	For the	For the
	year ended	year ended
	March 31, 2025	March 31, 2024
(a) Depreciation charge of right-of-use assets (Net of deduction)	658.32	273.50
(b) Interest on lease liabilities	170.40	144.05
(c) Expense relating to short-term leases	224.77	121.98
<b>Total</b>	<b>1,053.49</b>	<b>539.53</b>

### (iv) The total cash outflow for leases for the year:

Particulars	For the	For the
	year ended	year ended
	March 31, 2025	March 31, 2024
The total cash outflow of leases	812.17	615.93

### (v) Maturity analysis (undiscounted amounts)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Less than one year	813.08	1,600.72
One to five years	1,544.87	951.51
More than five years	-	-
<b>Total undiscounted lease liabilities</b>	<b>2,357.95</b>	<b>2,552.23</b>

Lease liabilities included in the statement of financial position

Current	676.32	543.18
Non-Current	1,401.37	1,660.02
Weighted average effective interest rate %	6.50% to 8.50%	6.50% to 8.50%



**Godrej Finance Limited**  
**Notes to the financial statements for the year ended March 31, 2025 (Continued)**

**36. Expenditure on Corporate Social Responsibility**

The Company has not incurred provided any expenses towards Corporate Social Responsibility as mandated by Section 135 of the Companies Act, 2013 ("the Act"). The Company has made its assessment of the book profit as per Section 198 of the Act and the same is below the threshold limits specified under the Section 135 of the Act.

**37. Related Party Disclosure**

As per the requirement of Ind AS 24, on related party disclosures, the name of the related parties with the description of the relationship and transactions between the reporting enterprise and its related parties, as identified by the management are as follows :

**37.1 List of related parties**

**A. Ultimate Holding Company**

Godrej Industries Limited (w.e.f.24 August, 2021)

**B. Holding Company**

Godrej Capital Limited (w.e.f.24 August, 2021)

**C. Fellow Subsidiaries**

Godrej Housing Finance Limited

Godrej Properties Limited

Godrej One Premises Management Private Limited

**D. Company under common ownership**

Godrej & Boyce Manufacturing Company (Ceased to be a related party from July, 2024 onwards.)

Godrej Highrises Properties Pvt Limited

Godrej Hillside Club (Ceased to be a related party from July, 2024 onwards.)

**E. Firm in which a director, manager or his relative is a partner**

Anamudi Real Estates LLP

**F. Key management personnel (KMP)**

Pooja Godrej (Non-Executive Director) (w.e.f. August 25, 2021)

Hemant Adarkar\* (Independent Director) (w.e.f. October 27, 2022)

Anisha Mohan\* (Independent Director) (w.e.f. January 9, 2023)

Manish Shah (Non-Executive Director) (w.e.f. August 25, 2021)

Pankaj Gupta\* (Chief Executive Officer) (w.e.f. November 9, 2022)

Kunal Kamani (Chief Financial Officer) (w.e.f. June 1, 2022)

Heer Parekh (Company Secretary) ( From April 1, 2024 to April 30, 2024)

Chunni Singh (Company Secretary) ( w.e.f. May 1, 2024)

\*Categorised as Key Management Personnel as per definition of Ind AS 24, however Directors continue to be Independent Director as defined in section 149 (6) of the Companies Act, 2013.

\*Appointed as Managing Director & Chief Executive Officer of the Company w.e.f. May 05, 2025



Godrej Finance Limited  
Notes to the financial statements for the year ended March 31, 2025 (Continued)

37.2 Transactions and Balances with Related parties

Sr. No.	Nature of Transaction	Ultimate Holding Company		Holding Company		Fellow Subsidiaries		Company under common ownership		Firm in which a director, manager or his relative is a partner		Key management personnel	
		FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024
	<b>Transactions with Related parties</b>												
1	Issue of equity shares	-	-	74,296.56	79,966.33	-	-	-	-	-	-	-	-
2	Expenses/ Reimbursement Paid To	167.56	225.39	111.32	83.60	601.54	599.49	10.52	11,34	209.79	142.92	-	-
3	Expenses/ Reimbursement Recovered From	-	-	88.80	67.47	34.96	49.02	-	-	-	-	-	-
4	Purchase of Goods	-	-	-	-	-	-	2.54	662.08	-	-	-	-
5	Remuneration to Key Management Personnel	-	-	-	-	-	-	-	-	-	-	303.42	474.22
6	Security deposits paid	-	-	-	-	-	-	-	-	-	104.90	-	-
	<b>Balances with related parties as at the end of the year</b>												
7	Trade Payables	0.35	9.36	31.03	20.00	170.71	214.13	-	11,34	-	-	-	-
8	Security deposits	-	-	-	-	-	-	-	-	104.90	104.90	-	-
9	Other Receivables	-	-	28.63	21.88	29.02	42.04	2.54	-	-	-	-	-



Godrej Finance Limited  
Notes to the financial statements for the year ended March 31, 2025 (Continued)

Sr. No.	Nature of Transaction	Ultimate Holding Company		Holding Company		Fellow Subsidiaries		Company under common ownership		Firm in which a director, manager or his relative is a partner		Key management personnel	
		FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024	FY 2025	FY 2024
1	Issue of equity shares Godrej Capital Limited	-	-	74,296.56	79,966.33	-	-	-	-	-	-	-	-
2	Expenses/ Reimbursement Paid To Godrej Industries Limited Godrej Capital Limited Godrej Housing Finance Limited Godrej One Premises Management Private Limited Godrej Highises Properties Private Limited Godrej Hillside Club Anamudi Real Estate LLP	167.56	225.39	111.32	83.60	506.17	555.95	9.90	11.34	209.79	142.92	-	-
3	Expenses/ Reimbursement Recovered From Godrej Capital Limited Godrej Housing Finance Limited	-	-	88.80	67.47	34.96	49.02	-	-	-	-	-	-
4	Purchase of Goods Godrej & Boyce Manufacturing Company	-	-	-	-	-	-	2.54	662.08	-	-	-	-
5	Remuneration to Key Management Personnel Short term employee benefit Post employment benefit Sitting fees & Commission paid	-	-	-	-	-	-	-	-	-	-	244.05	411.93
6	Security deposits paid Anamudi Real Estate LLP	-	-	-	-	-	-	-	-	-	-	7.05	18.60
7	Trade Payables Godrej Industries Limited Godrej Capital Limited Godrej Housing Finance Limited Godrej One Premises Management Private Limited Godrej Highises Properties Private Limited	0.35	9.36	31.03	20.00	149.55	210.77	-	-	-	-	52.32	43.69
8	Security deposits Anamudi Real Estate LLP	-	-	-	-	-	-	-	11.34	-	-	-	-
9	Other Receivables Godrej Capital Limited Godrej Housing Finance Limited Godrej Properties Limited Godrej & Boyce Manufacturing Company	-	-	28.63	21.88	28.09	41.10	-	-	104.90	104.90	-	-
		-	-	-	-	0.93	0.93	2.54	-	-	-	-	-

Note: All related party transactions entered during the year were in ordinary course of business and are on arm's length basis.



**38. Share based payment arrangement (Employee Stock Option Plan)**

**38.01** The Godrej Capital Employee Stock Option Scheme 2021 ("ESOP Scheme 2021") of the parent company was approved and adopted by its members at an Extraordinary General Meeting held on January 5, 2021 and Employee Stock Option Scheme 2022 ("ESOP Scheme 2022") of the parent company was approved and adopted by its members at an Annual General Meeting held on June 1, 2022. The Scheme is administered by parent company's Board of Directors. The Scheme applies to all the Eligible Employees, who are the permanent employees of the parent company or any Subsidiary of the such parent Company, on the date of Grant of Options. The Compensation Committee of the parent company would decide the entitlement of each employee based on his/her performance, level, grade, seniority and such other parameters as may be decided by the Compensation Committee. The Exercise Price will be as decided by the Compensation Committee. The Options granted would vest after twenty one months but not later than fifty seven months from the date of Grant of Options or as may be decided by Compensation committee. Exercise period is 7 (seven) years from the date of Vesting of Options or such other period as may be decided by the Compensation Committee, within which the Employee should exercise his right to apply for transfer of Equity Shares of the Company to him pursuant to the Option Vested in him in accordance with the ESOP Scheme 2021 and ESOP

The fair value of the options at grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at the grant date and expected price volatility of the underlying shares, the expected dividend yield and the risk free interest rate for the term of the options. The compensation costs, if any, is amortised on a straight line basis.

During the year, the parent company granted stock options to employees under the ESOP 2022 Plan where the exercise price was linked to the fair value of shares on the date of the grant.

(Currency : Indian Rupees in lakhs)

**38.02 Movements in the number of share options outstanding under the ESOP Scheme 2021 is set out below:**

	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Options outstanding at the beginning of the year	1,926	10.00	2,221	10.00
Granted	-	-	-	-
Vested	-	-	-	-
Exercised	(30)	10.00	-	-
Forfeited/Cancelled	-	-	-	-
Lapsed/Expired	(312)	10.00	(295)	10.00
Options outstanding at the end of the year*	<b>1,584</b>	<b>10.00</b>	<b>1,926</b>	<b>10.00</b>
Options exercisable at the end of the year/ period	1,179		979	

\*Options outstanding at the end of previous year pertains to employee transferred during the year from Group Company.

**38.03 Movements in the number of share options outstanding under the ESOP Scheme 2022 is set out below:**

	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Options outstanding at the beginning of the year	1,439	97,031.91	750	80,496.49
Granted	88	1,44,154.00	920	1,08,556.00
Vested	-	-	-	-
Exercised	-	-	-	-
Forfeited/Cancelled	-	-	-	-
Lapsed/Expired	(28)	92,521.99	(231)	89,242.31
Options outstanding at the end of the year	<b>1,499</b>	<b>99,882.49</b>	<b>1,439</b>	<b>97,031.91</b>
Options exercisable at the end of the year/ period	8		-	

**38.04 Vesting period**

Vesting period	As at March 31, 2025		As at March 31, 2024	
	No. of Options		No. of Options	
Less than 1 Year		1,865		1,451
1 to 3 years		735		991
More than 3 years		483		923
<b>Total</b>		<b>3,083</b>		<b>3,365</b>

Weighted average contractual life of options remaining outstanding at end of year is 9.43 years.



**38.05 Fair value options**

The fair value of options have been estimated as on the date of the grant using "Black Scholes" model. The key assumptions used in the model for calculating the fair value as on the date of grant are as follows:

	Grant Date	Share price	Exercise price	Risk-free interest rate	Expected life of the option	Expiry Date (from vesting date)	Expected volatility	Expected dividend yield	Fair Value of Options
ESOP 2021	January 29, 2021	4.29	10	5.71% to 6.61%	7 years	3 years	42.4% to 43%	0.00%	0.9 to 1.6
ESOP 2021	February 3, 2021	4.29	10	5.71% to 6.61%	7 years	3 years	42.4% to 43%	0.00%	0.9 to 1.6
ESOP 2021	February 11, 2021	4.29	10	5.71% to 6.61%	7 years	3 years	42.4% to 43%	0.00%	0.9 to 1.6
ESOP 2021	May 10, 2021	4.29	10	5.71% to 6.61%	7 years	3 years	42.4% to 43%	0.00%	0.9 to 1.6
ESOP 2021	June 22, 2021	4.29	10	5.71% to 6.61%	7 years	3 years	42.4% to 43%	0.00%	0.9 to 1.6
ESOP 2022	November 09, 2022	80,496.49	80,496.49	6.69% to 7.34%	7 years	3 years	20.51% to 29.79%	0.00%	12836.81 to 33681.63
ESOP 2022	March 10, 2023	80,496.49	80,496.49	7.26% to 7.33%	7 years	3 years	24.27% to 23.93%	0.00%	21055.68 to 33172.25
ESOP 2022	July 03, 2023	1,08,556.00	1,08,556.00	6.9% to 6.98%	7 years	3 years	20.26% to 27.78%	0.00%	24640.57 to 45534.12
ESOP 2022	September 04, 2023	1,08,556.00	1,08,556.00	7.07% to 7.09%	7 years	3 years	19.71% to 24%	0.00%	25532.32 to 44058.86
ESOP 2022	January 08, 2024	1,08,556.00	1,08,556.00	7% to 7.08%	7 years	3 years	18 % to 23.95%	0.00%	24610.08 to 44092.14
ESOP 2022	March 23, 2024	1,08,556.00	1,08,556.00	6.92% to 6.94%	7 years	3 years	16.73% to 23.98%	0.00%	23565.57 to 43579.38
ESOP 2022	July 19, 2024	1,44,154.00	1,44,154.00	6.77% to 6.83%	7 years	3 years	17.61% to 24.52%	0.00%	29273.93 to 56082.95
ESOP 2022	October 22, 2024	1,44,154.00	1,44,154.00	6.59% to 6.70%	7 years	3 years	17.52% to 24.13%	0.00%	31284.14 to 57227.91
ESOP 2022	February 18, 2025	1,44,154.00	1,44,154.00	6.55% to 6.61%	7 years	3 years	17.19% to 24.67%	0.00%	30651.01 to 56355.07
ESOP 2022	February 18, 2025	1,44,154.00	1,44,154.00	6.53% to 6.60%	7 years	3 years	14.94% to 24.33%	0.00%	25474.46 to 53990.17

The expected life of the share option is based on the management's current expectations and not necessarily indicative of exercise pattern that may occur. The volatility of the options is based on the historical volatility of listed comparable companies.

**38.06 Expenses recognised in statement of profit and loss**

	As at March 31, 2025	As at March 31, 2024
ESOP expenses/Share based payments recognised in profit and loss	121.34	83.60



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**39. Employee benefits - Disclosure pursuant to Ind AS 19 'Employee Benefits'**
**39.1 Defined contribution plans**

The Company makes Provident fund contributions which are defined contribution plans for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits

The Company has recognised the following amounts in the statement of profit and loss towards contribution to defined contribution plans which are included under contribution to provident and other funds:

	Year Ended March 31,	
	2025	2024
Provident fund	592.17	409.49

**39.2 Defined Benefit Plan**

The Company has an obligation towards gratuity, a non funded defined benefit plan covering eligible employees. Vesting for gratuity occurs upon completion of five years of service. Details of the non funded post retirement benefit plans for its employees are given below which is as certified by the actuary.

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) as below.

**a) Changes in Present Value of Defined Benefit Obligation**

	Year Ended March 31,	
	2025	2024
<b>Present Value of Benefit Obligation at the Beginning of the year</b>	189.40	83.34
Current Service Cost	97.99	50.92
Past service cost	-	-
Interest Expense/(Income)	13.56	6.00
Liability transferred in	4.17	8.63
Liability transferred out	(4.96)	(3.21)
Settlement Cost (Credit)/Cost	-	-
Benefit Paid Directly by the Employer	(13.25)	(22.94)
Actuarial (Gains)/Losses on obligations - due to experience	12.25	46.53
Actuarial (Gains)/Losses on obligations - due to change in demographic assumptions	9.53	35.97
Actuarial (Gains)/Losses on obligations - due to change in financial assumptions	50.17	(15.84)
Experience (gains)/losses	-	-
<b>Present Value of Benefit Obligation at the End of the year</b>	<b>358.86</b>	<b>189.40</b>

**Change in plan assets:**

<b>Fair value of plan assets, beginning of the year</b>	-	-
Expected return on Plan Assets	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial Gain (loss) on plan assets	-	-
<b>Fair value of plan assets, end of the year</b>	<b>-</b>	<b>-</b>

**b) Amount recognized in the balance sheet consists of:**

	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation	(358.86)	(189.40)
Fair value of plan assets	-	-
<b>Net liability</b>	<b>(358.86)</b>	<b>(189.40)</b>

**c) The amounts recognised in the Statement of Profit and Loss are as follows:**

		Year Ended March 31,	
		2025	2024
<b>Service Cost</b>			
Current service cost		97.99	50.92
Past service cost		-	-
<b>Total Service cost</b>	(i)	<b>97.99</b>	<b>50.92</b>
<b>Net interest cost</b>			
Interest expense on DBO		13.56	6.00
Interest expense / (income) on plan assets		-	-
<b>Total Interest cost</b>	(ii)	<b>13.56</b>	<b>6.00</b>
<b>Defined benefit cost included in Statement of Profit and Loss</b>	(iii) - (i + ii)	<b>111.55</b>	<b>56.92</b>
Total remeasurement in other comprehensive income (OCI)	(iv)	71.95	66.67
<b>Total Defined benefit cost included in Statement of Profit and loss and OCI</b>	(v) = (iii + iv)	<b>183.50</b>	<b>123.59</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

	As at March 31, 2025	As at March 31, 2024
d) The amounts recognised in the Balance Sheet are as follows:		
<b>Opening Net Liability</b>	189.40	83.34
Expenses Recognized in Statement of Profit or Loss	111.55	56.92
Expenses Recognized in OCI	71.95	66.66
Net Liability/(Asset) Transfer In	4.17	8.63
Net (Liability)/Asset Transfer Out (Benefit Paid Directly by the Employer)	(4.96)	(3.21)
(Employer's Contribution)	-	-
<b>Net Liability/(Asset) Recognized in the Balance Sheet</b>	<b>358.86</b>	<b>189.40</b>

**39. Employee benefits - Disclosure pursuant to Ind AS 19 'Employee Benefits' (Continued)**

**e) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below**

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

	As at March 31, 2025	As at March 31, 2024
Discount rate	6.54%	7.16%
Salary growth rate	8.00%	8.00%
Employee attrition rate	23.00%	25.00%
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality (2012-14) Urban
Average expected future service of employee	3 Years	3 Years

**f) Impact on defined benefit obligation - Sensitivity Analysis**

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
i) Discount rate (1% movement)	(15.13)	16.47	(7.39)	7.99
ii) Change in salary growth rate (1% movement)	16.08	(15.06)	7.85	(7.40)
iii) Change in employee attrition rate (1% movement)	(6.81)	7.06	(3.65)	3.76

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

**g) Maturity**

The defined benefit obligations shall mature after year end as follows:

Particulars	As at March 31,	
	2025	2024
i) 1st Following Year	38.80	17.23
ii) 2nd Following Year	41.57	27.69
iii) 3rd Following Year	45.79	28.13
iv) 4th Following Year	55.91	29.64
v) 5th Following Year	55.76	31.84
vi) Sum of Years 6 to 10	168.50	90.08
vii) Sum of Years 11 and above	94.32	40.42

The weighted average duration of the defined benefit obligation is 6 years (previous year - 5 years).

**h) Risk Exposure**

Gratuity is a defined benefit plan and Company is exposed to the Following Risks:

**Interest rate risk:** A fall in the discount rate which is linked to the Government Security Rate will increase the present value of the liability requiring higher provision.

**Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Asset Liability Matching Risk:** The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

**Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**i) Accumulated Compensated Absences**

The Company provides for accumulated compensated absences as at the balance sheet date on the basis of an actuarial valuation. The Company recognized 170.91 lakhs (Previous year 63.27 lakhs) for Compensated Absences in the Statement of Profit and Loss.

**39.3 Impact of Code on Social Security, 2020**

The Indian Parliament has approved the Code on social security, 2020 which may impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying and financial impact are yet to be determined. The Company will complete its evaluation and will give appropriate impact in the financial statements in the year in which, the code becomes effective and the related rules to determine the financial impact are notified.



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

### 40. Fair Value Measurement

The fair value is the amount at which financial instruments could be sold on fair terms as of the reporting date. Where market prices (e.g. for marketable securities) were available, we have used these prices without modification for measuring fair value. If no market prices were available, the fair values for loans/receivables and liabilities were calculated by discounting using a maturity-matched discount rate appropriate to the risk.

#### 40.1 Classification of financial assets and financial liabilities:

The following table shows the carrying amounts and fair values of Financial assets and Financial liabilities which are classified as Amortised Cost, Fair value through Profit and Loss (FVTPL) and Fair value through other comprehensive income (FVTOCI).

##### 40.1.1 As at March 31, 2025

Particulars	At Amortised cost	FVTPL	FVTOCI	Total carrying Value	Total Fair value
<b>Financial Assets</b>					
Cash and cash equivalents	50,300.62	-	-	50,300.62	50,300.62
Receivables	1,677.09	-	-	1,677.09	1,677.09
Loans	9,12,463.98	-	-	9,12,463.98	9,12,463.98
Investments	-	22,288.17	-	22,288.17	22,288.17
Other financial assets	2,091.88	-	-	2,091.88	2,091.88
<b>Total</b>	<b>9,66,533.57</b>	<b>22,288.17</b>	<b>-</b>	<b>9,88,821.74</b>	<b>9,88,821.74</b>
<b>Financial Liabilities</b>					
Derivative financial instruments	-	-	128.61	128.61	128.61
Trade payables	6,557.74	-	-	6,557.74	6,557.74
Debt securities	2,53,803.94	-	-	2,53,803.94	2,53,803.94
Borrowings (other than debt securities)	5,14,047.44	-	-	5,14,047.44	5,14,047.44
Lease liabilities	2,077.69	-	-	2,077.69	2,077.69
Other financial liabilities	15,160.78	-	-	15,160.78	15,160.78
<b>Total</b>	<b>7,91,647.59</b>	<b>-</b>	<b>128.61</b>	<b>7,91,776.20</b>	<b>7,91,776.20</b>

##### 40.1.2 As at March 31, 2024

Particulars	At Amortised cost	FVTPL	FVTOCI	Total carrying Value	Total Fair value
<b>Financial Assets</b>					
Cash and cash equivalents	25,765.04	-	-	25,765.04	25,765.04
Receivables	1,184.98	-	-	1,184.98	1,184.98
Loans	4,80,612.96	-	-	4,80,612.96	4,80,612.96
Other financial assets	888.48	-	-	888.48	888.48
<b>Total</b>	<b>5,08,451.46</b>	<b>-</b>	<b>-</b>	<b>5,08,451.46</b>	<b>5,08,451.46</b>
<b>Financial Liabilities</b>					
Trade payables	4,439.90	-	-	4,439.90	4,439.90
Debt securities	1,13,260.12	-	-	1,13,260.12	1,13,260.12
Borrowings (other than debt securities)	2,56,434.97	-	-	2,56,434.97	2,56,434.97
Lease liabilities	2,203.20	-	-	2,203.20	2,203.20
Other financial liabilities	15,380.48	-	-	15,380.48	15,380.48
<b>Total</b>	<b>3,91,718.67</b>	<b>-</b>	<b>-</b>	<b>3,91,718.67</b>	<b>3,91,718.67</b>



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

### 40. Fair Value Measurement (Continued)

#### 40.2 Fair value hierarchy of financial instruments

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

**Level 1:** Financial instruments measured using quoted prices and that are traded in active market are categorized under level 1.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using observable market data and not the entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The instruments are valued based on quoted prices for the similar instruments but for which significant observable adjustments are required to reflect the difference between the instruments.

#### 40.2.1 Financial instruments valued at carrying value:

The respective carrying values of certain on-balance sheet financial instruments approximated their fair value. These financial instruments include cash in hand and bank balances, receivables, trade payables, overdraft facility payable on demand, certain other assets and liabilities that are considered financial instruments. Carrying values were assumed to approximate fair values for these financial instruments as they are short-term in nature and their recorded amounts approximate fair values or are receivable or payable on demand.

#### 40.2.2 Valuation techniques used to determine fair value:

The Company's accounting policies and disclosures require measurement of fair values, for both financial assets and financial liabilities.

The Company has an established control framework with respect to the measurement of fair values. The Board / Audit Committee has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation technique:

##### i) Investments in Mutual Funds

The fair values of investments in mutual funds is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

##### ii) Investments in Treasury Bills

Treasury bills are valued based on market quotes.

##### iii) Investments in G-Securities

G-Securities are valued based on market quotes.

##### iv) Derivative financial instruments

The Company enters into forward contracts to hedge the foreign currency risk of firm commitments and highly probable forecast transactions. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the Statement of Profit and Loss depends on the nature of the hedging relationship and the nature of the hedged item.

#### 40.2.3 Fair value of financial instruments carried at amortized cost:

##### i) Loans

Substantially all loans are at floating rate of interest, the carrying value of loans approximates their fair value.

##### ii) Borrowings and Debt Securities - (other than Market linked debt securities)

The Company's borrowings are at floating rate of interest and the carrying value of loans approximates their fair value.

Debt securities are short-term in nature and hence carrying value approximates their fair value.





**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**40. Fair Value Measurement (Continued)**

40.2.6 Fair values of financial assets and financial liabilities measured at fair value, including their levels in the fair value hierarchy, are presented below. It also includes the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Fair Value			Total
	Level 1	Level 2	Level 3	
<b>Fair Value</b>				
<b>As at March 31, 2025</b>				
<b>Financial Assets</b>				
Investments	22,288.17	-	-	22,288.17
<b>Total</b>	<b>22,288.17</b>	<b>-</b>	<b>-</b>	<b>22,288.17</b>
<b>Financial Liabilities</b>				
Derivative financial liability	128.61	-	-	128.61
<b>Total</b>	<b>128.61</b>	<b>-</b>	<b>-</b>	<b>128.61</b>
<b>Fair Value</b>				
<b>As at March 31, 2024</b>				
<b>Financial Assets</b>				
Investments	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial Liabilities</b>				
Derivative financial liability	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

### 41. Risk Management framework

#### 41.1 Introduction

As a financial institution, Godrej Finance limited is exposed to various types of risks namely credit risk, liquidity risk, market risks, operational risk, strategic risk (including emerging & external risks) and compliance & reputation risk.

We have adopted a holistic and data driven enterprise level risk management approach which includes monitoring both internal and external indicators. We as an organization periodically adjust our strategy, incognizance with industry risk dynamics and emergence of new challenges and opportunities. Godrej Finance's risk management framework has been laid down with long term sustainability and value creation in mind.

Important pillars of the risk management approach are developing a strong risk management culture within the Company, alignment of risk with business strategy, creating, preserving and realizing value. The key risks are being monitored by way of various policies covering these areas.

The policies provide guiding principles by setting various guardrails, procedures, risk assessment and control frameworks etc. which are regularly tracked and reviews are presented to various senior management committees and board committees. An effort is also made to understand the best practices in risk management across industries which are then customized to our business requirements.

#### 41.2 Company's Risk Management Framework for Measuring and Managing Risk

##### Risk management framework

Risk Management forms an integral part of the Company's operations. The company's Board of Directors with support of risk function has overall responsibility for the establishment and oversight of the risk management framework. The Board of Directors has constituted following committees and defined their role for monitoring the risk management policies of the company.

##### Board level committees

**Risk Management Committee of the Board (RMC):** The purpose of the Committee is to assist the Board in its oversight of various risks

- i) Credit Risk
- ii) Liquidity and Interest Rate Risk
- iii) Operational Risk (Process, HR, Technology and Fraud)
- iv) Strategic Risks (including emerging and external risks)
- v) Compliance and Reputation Risk (compliance risk and reputation risk are covered through compliance risk management charter).

**Borrowing and Investment Committee:** This committee has been constituted to enable decisions with respect to borrowing & investments of the Company. The decisions are governed as per Board approved Borrowing & Investment policy of the Company.

**Asset Liability Management Committee of the Board (ALCO):** ALCO constituted under Annex VI of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and undertakes all matters prescribed for its working therein. It deals with all matters related to Asset-Liability and matters prescribed under Board approved Asset-Liability Management Policy and Borrowing & Investment Policy.

The **Risk Management Committee** constituted under Paragraph 39 of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and undertakes all matters prescribed for its working therein. Among other things it quarterly reviews risk which impact the organization and actions taken to mitigate them.

The **Audit Committee** is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

**Credit Committee (CCC):** The Committee has been constituted to take decisions with respect to credit. Among other things committee approves cases above defined limit, reviews subsidiary credit policies, manual, products etc.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**41. Risk Management framework (Continued)****41.3 Company's Risk Management Approach for handling various type of risks****(A) Credit risk management:**

The credit risk is governed by defined credit policies and Board approved DOA which undergo periodic review. The credit policies outline the type of products that can be offered, customer categories, targeted customer profile, credit approval process, DOA and limits etc. Each business unit is required to implement company's credit policies and procedures and maintain the quality of its credit portfolio.

**Credit Risk assessment methodology**

The Company has a structured credit approval process, which includes a well-established procedure of comprehensive credit appraisal. The credit appraisal process involves critical assessment of quantitative and qualitative parameters subject to review and approval as per defined DOA. The credit assessment involves detailed analysis of industry, business, management, financials, end use etc. An internal rating is also assigned to the borrower based on defined parameters. For retail customers, the credit assessment is based on a parameterised approach. Credit risk monitoring and portfolio review. The company measures, monitors and manages credit risk at an individual borrower level. The credit risk for retail borrowers is being managed at portfolio level.

The credit assessment is carried out based on an internal risk assessment framework which rates the customers accordingly to various parameters. Data analytics is extensively used for effective risk monitoring.

**(B) Market Risk**

Risk due to change in market prices – e.g. interest rates, equity prices, foreign exchange rates and credit spreads, but not relating to changes in the obligor's/issuer's credit standing and will affect the Company's income or the value of its holdings of financial instruments. The objective of the Company's market risk management is to manage and control market risk exposures within acceptable risk tolerances levels to ensure the solvency while optimising the return on risk. ALCO sets up limits for each significant type of risk/aggregated risk and various products in the portfolio, with market liquidity being a primary factor in determining the level of limits.

**Exposure to Market Risk****Interest rate risk**

Core business of the Company is borrowing and lending as permitted by the Reserve Bank of India, exposing us to interest rate risk. Interest rate risk is measured through Interest rate sensitivity report where gaps are being monitored classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to earliest of contracted/behavioural maturities or anticipated re-pricing date. The Company monitors interest rate risk through above measures on a monthly basis. The interest rate risk limits are approved by the ALCO. A regular stress testing on liquidity scenarios and interest rate scenarios is carried out and presented to the ALCO.

**Interest rate risk on investments**

<b>As at March 31, 2025</b>			
<b>Particulars</b>	<b>Carrying value</b>	<b>@ 100bps change increase</b>	<b>@ 100bps change decrease</b>
Investment at FVTPL	22,288.17	222.88	(222.88)
<b>As at March 31, 2024</b>			
<b>Particulars</b>	<b>Carrying value</b>	<b>@ 100bps change increase</b>	<b>@ 100bps change decrease</b>
Investment at FVTPL	-	-	-



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**41. Risk Management framework (Continued)****Interest rate risk (Continued)**

Below table illustrates impact on earnings on account of 100 bps change on in interest rate on the loans and borrowings due for repayment / rate reset in one year.

**As at March 31, 2025**

Rate sensitive	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
i) Loans	5,71,939.40	5,719.39	(5,719.39)
ii) Debt Securities	30,836.41	308.36	(308.36)
iii) Borrowings (Other than Debt Securities)	3,85,671.85	3,856.72	(3,856.72)
iv) Net Gap (iv) = (i-(ii+iii))	<b>1,55,431.14</b>	<b>1,554.31</b>	<b>(1,554.31)</b>

**As at March 31, 2024**

Rate sensitive	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
i) Loans	4,40,546.02	4,405.46	(4,405.46)
ii) Debt Securities	10,034.60	100.35	(100.35)
iii) Borrowings (Other than Debt Securities)	2,56,434.97	2,564.35	(2,564.35)
iv) Net Gap (iv) = (i-(ii+iii))	<b>1,74,076.45</b>	<b>1,740.76</b>	<b>(1,740.76)</b>

The following table sets forth, for the periods indicated, the break-up of borrowings into variable rate and fixed rate

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	54%	72%
Fixed rate borrowings	46%	28%
<b>Total borrowings</b>	<b>100%</b>	<b>100%</b>

**Currency Risk**

The Company has exposure to Foreign currency pursuant to ECB. The Company has fully hedged the risk through Currency derivatives. Accordingly, currency risk is being mitigated.

**Equity price risk**

The Company does not have any exposure to equities and hence it not exposed to any equity price risk.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**41. Risk Management framework (Continued)**
**(C) Liquidity risk**

A risk that the Company will encounter difficulty in meeting its day to day financial obligations is known as liquidity risk. Management of liquidity risk is done as follows:

- i) ALCO sets the strategy for managing liquidity risk commensurate with the business objectives.
- ii) ALCO has delegated the responsibility of managing overall liquidity risk and interest rate risk to Treasury. ALCO has set various gap limits for tracking liquidity risk. The CFO and head of treasury monitor the gap limits with actuals and present the same to the MD & CEO.
- iii) Treasury department manages the liquidity position on a day-to-day basis and reviews daily reports covering the liquidity position of the Company. Treasury team ensures the regulatory compliance to the liquidity risk related limits approved in the ALM policy by ALCO.
- iv) The Company's approach to managing liquidity is to ensure sufficient liquidity to meet its liabilities when they are due without incurring unacceptable losses or risking damage to the Company's reputation.

The key elements of the Company's liquidity risk management strategy are as follows:

- i) Maintaining a diversified funding through market and bank borrowings resources such as debentures, commercial papers, subordinated debt, perpetual debt, Inter-corporate deposits (ICD's), overdraft and bank term loans. Unused bank lines constitute the main liquidity back up to meet the contingency funding plan. Additionally, based on Market scenario, the company also maintains a portfolio of highly liquid mutual fund units.
- ii) Under the ALM guidelines, the dynamic liquidity statement and structural liquidity statement are being prepared periodically to monitor the maturity gaps in the Assets and Liabilities cash flows.
- iii) The company carries out stress testing of cash flows on periodic basis and shares the results with ALCO to gauge the adequacy of liquidity.

The below table analyses the Company's financial liabilities and financial assets into relevant maturity groupings based on the remaining period as at the reporting date to the contractual maturity date.

**As at March 31, 2025**

Particulars	Total	Contractual cash flows				
		Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
<b>Financial liabilities</b>						
Derivative Financial Instruments	128.61	-	-	-	128.61	-
Trade payables	6,557.74	6,557.74	-	-	-	-
Debt securities*	2,53,803.94	60,228.63	46,261.17	90,000.00	57,314.14	-
Borrowings (other than debt securities)*	5,14,047.44	58,117.13	49,646.57	97,575.90	3,03,747.85	4,959.99
Lease Liabilities	2,077.69	328.88	347.44	637.55	763.82	-
Other financial liabilities	15,160.78	12,040.18	2,788.84	-	314.09	17.67
<b>Total</b>	<b>7,91,776.20</b>	<b>1,37,272.56</b>	<b>99,044.02</b>	<b>1,88,213.45</b>	<b>3,62,268.51</b>	<b>4,977.66</b>

\*Impact of EIR on Borrowings (other than debt securities) & Debt securities is shown in "More than 5 years" bucket.

Particulars	Total	Contractual cash flows				
		Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
<b>Financial assets</b>						
Cash and cash equivalents	50,300.62	50,300.62	-	-	-	-
Receivables	1,677.09	1,677.09	-	-	-	-
Loans*	9,12,463.98	84,023.79	76,613.34	1,32,230.95	2,28,109.02	3,91,486.88
Investments	22,288.17	22,288.17	-	-	-	-
Other financial assets	2,091.88	101.10	-	-	351.14	1,639.64
<b>Total</b>	<b>9,88,821.74</b>	<b>1,58,390.77</b>	<b>76,613.34</b>	<b>1,32,230.95</b>	<b>2,28,460.16</b>	<b>3,93,126.52</b>

\*Impact of EIR on Loans is shown in "More than 5 years" bucket.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**41. Risk Management framework (Continued)**

**(C) Liquidity risk (continued)**

As at March 31, 2024

Particulars	Total	Contractual cash flows				
		Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
<b>Financial liabilities</b>						
Trade payables	4,439.90	4,439.90	-	-	-	-
Debt securities*	1,13,260.12	-	63,358.17	-	49,901.95	-
Borrowings (other than debt securities)*	2,56,434.97	68,752.18	49,495.42	47,744.30	87,568.08	2,875.00
Lease Liabilities	2,203.20	218.26	324.92	563.40	1,096.63	-
Other financial liabilities	15,380.48	15,380.48	-	-	-	-
<b>Total</b>	<b>3,91,718.67</b>	<b>88,790.82</b>	<b>1,13,178.51</b>	<b>48,307.70</b>	<b>1,38,566.66</b>	<b>2,875.00</b>

\*Impact of EIR on Borrowings (other than debt securities) & Debt securities is shown in "More than 5 years" bucket.

Particulars	Total	Contractual cash flows				
		Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
<b>Financial assets</b>						
Cash and cash equivalents	25,765.04	25,765.04	-	-	-	-
Receivables	1,184.98	-	1,184.98	-	-	-
Loans*	4,80,612.96	41,402.91	36,587.55	70,286.14	1,28,930.77	2,03,405.59
Other financial assets	888.48	-	456.68	-	431.80	-
<b>Total</b>	<b>5,08,451.46</b>	<b>67,167.95</b>	<b>38,229.21</b>	<b>70,286.14</b>	<b>1,29,362.57</b>	<b>2,03,405.59</b>

\*Impact of EIR on Loans is shown in "More than 5 years" bucket.

**(D) Operational Risk**

The risk of direct or indirect potential loss arising from a wide variety of causes associated with the company's processes, personnel, systems, or from external factors other than credit, compliance, reputation, market and liquidity risks. Management of operational risk forms an integral part of the Company's enterprise wide risk management systems. Clear strategies and oversight by the Board of Directors and senior management, a strong operational risk management culture, effective internal control and reporting and contingency planning are crucial elements of the Company's operational risk management framework.

**Cyber Security Risk**

Various measures are adopted to effectively protect the company against phishing, social media threats and rogue mobile. Company ensures seamless accessibility of critical systems through virtual private network (VPN), thereby minimizing the risk of security/data breaches and cyber-attacks.

**(E) Regulatory and Compliance Risk**

Company being a debt listed NBFC is required to comply with variety of regulations such as RBI regulations, SEBI regulations, Companies Act, 2013, labor law and other administrative regulations. These regulations are undertaken by respective teams and are reviewed through central compliance management system.



**42. Maturity analysis of assets and liabilities**

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>I Assets</b>						
<b>A. Financial assets</b>						
a) Cash and cash equivalents	50,300.62	-	50,300.62	25,765.04	-	25,765.04
b) Receivables	1,677.09	-	1,677.09	1,184.98	-	1,184.98
c) Loans	1,60,637.13	7,51,826.85	9,12,463.98	76,882.85	4,03,730.11	4,80,612.96
d) Investments	22,288.17	-	22,288.17	-	-	-
e) Other financial assets	101.10	1,990.78	2,091.88	456.68	431.80	888.48
<b>B. Non-financial assets</b>						
a) Current tax assets (net)	-	2,192.32	2,192.32	-	973.21	973.21
b) Deferred tax assets (Net)	-	832.80	832.80	-	-	-
c) Property, plant and equipment	-	1,682.81	1,682.81	-	1,719.16	1,719.16
c) Right of use asset	-	1,968.45	1,968.45	-	2,156.01	2,156.01
d) Intangible assets under development	-	30.13	30.13	98.46	-	98.46
e) Other intangible assets	-	4,406.12	4,406.12	-	3,209.99	3,209.99
f) Other non-financial assets	-	1,130.44	1,130.44	858.24	135.85	994.09
<b>Total Assets</b>	<b>2,35,004.11</b>	<b>7,66,060.70</b>	<b>10,01,064.81</b>	<b>1,05,246.25</b>	<b>4,12,356.13</b>	<b>5,17,602.38</b>
<b>II Liabilities</b>						
<b>A. Financial liabilities</b>						
a) Derivative financial liabilities	-	128.61	128.61	-	-	-
b) Trade payables	6,557.74	-	6,557.74	4,439.90	-	4,439.90
c) Debt securities	1,06,489.80	1,47,314.14	2,53,803.94	63,358.17	49,901.95	1,13,260.12
d) Borrowings (other than debt securities)	1,07,763.70	4,06,283.74	5,14,047.44	1,18,247.60	1,38,187.37	2,56,434.97
e) Lease liabilities	676.32	1,401.37	2,077.69	543.18	1,660.02	2,203.20
f) Other financial liabilities	14,829.02	331.76	15,160.78	15,380.48	-	15,380.48
<b>B. Non-financial Liabilities</b>						
a) Provisions	90.78	475.34	566.12	34.57	217.96	252.53
b) Other non-financial liabilities	538.50	-	538.50	391.92	-	391.92
<b>Total Liabilities</b>	<b>2,36,945.86</b>	<b>5,55,934.96</b>	<b>7,92,880.82</b>	<b>2,02,395.82</b>	<b>1,89,967.30</b>	<b>3,92,363.12</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**43. Capital Management**

The Company's assessment of capital requirement is aligned to its planned growth which forms part of an annual operating plan which is approved by the Board and also a long range strategy. The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital. These growth plans are aligned to assessment of risks- which include credit, liquidity and interest rate. The Company monitors its capital adequacy ratio (CRAR) on a monthly basis through its assets liability management committee (ALCO). Company has formulated an ICAAP document which tests the capital adequacy in stress scenarios. These include stress on loan portfolio, operational risks, liquidity risk. The objective is to define capital planning and budgeting approval which shall demonstrate that the capital is commensurate with the risk profile in normal and stressed scenarios.

**43.1 Analytical Ratio**

Ratio	Numerator	Denominator	As at 31st March 2025	As at 31st March 2024	% of variance	Reasons for Variance (if 25% above)
Capital to risk weighted assets ratio (CRAR)	2,05,869.50	8,91,656.48	23.09%	26.27%	-12.12%	NA
Tier I CRAR	2,00,652.78	8,91,656.48	22.50%	25.64%	-12.23%	NA
Tier II CRAR	5,216.72	8,91,656.48	0.59%	0.63%	-7.71%	NA
Debt Equity Ratio	7,67,851.38	2,07,554.30	3.70	2.97	24.67%	NA

**44. Other statutory information**

- i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii) The Company does not have any transactions with struck off companies.
- iii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company has not entered into any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.
- ix) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- x) The Company has obtained various borrowings from banks/ FI on basis of security of current assets wherein the quarterly returns/ statements of current assets as filed with banks/ FI are in agreement with the books. The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. The company is not declared as willful defaulter by any bank or financial Institution or other lender as at 31 March 2025.
- xi) The Company is not having any immovable property in its name. Therefore, there is no such immovable property, title deed of which is not held in name of the Company.
- xii) The Company is not having any subsidiary. Therefore, the provisions of clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 in respect of Number of Layers is not applicable to the Company.
- xiii) There is no such scheme of arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- xiv) No loans were granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person during the year.

**45. Events after reporting date**

There have been no major events which will cause changes to any numbers reported in the financial statements.



46. SEBI disclosures

46.1 Disclosures under Listing Agreement for Debt Securities

Disclosure under Regulation 53(1)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Debenture Trustees:

Catalyst Trusteeship Limited

GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune – 411 038, Tel No.(020)66807200

Disclosure under Regulation 53(1)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Related Party transactions (Refer Note 37)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans and advances in the nature of loans to subsidiaries	-	-
Loans and advances in the nature of loans to associates	-	-
Loans and advances in the nature of loans to firms/companies in which directors are Interested	-	-
Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan	-	-

Disclosure under Regulation 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Asset cover

The secured non-convertible debentures issued by the company are fully secured by way of pari-passu charge in favour of debenture trustee on the Standard Assets/receivables, investments and cash & cash equivalents to the extent required to maintain Asset Cover as per debenture trust deed of debenture outstanding except those receivables exclusively charged against which refinance is availed or will be availed from government bodies. Further the Company has at all times, for the non-convertible debentures issued, maintained asset cover as stated in the respective information memorandum which is sufficient to discharge the principal amount, interest accrued thereon and such other sums as mentioned therein.

Large Corporate details for financial year 2024-25 as per the format provided by Stock Exchange(s) :

Company Name	Financial From	Financial To	Outstanding Qualified Borrowings at the start of the financial year (Rs. In Lakhs)	Outstanding Qualified Borrowings at the end of the financial year (Rs. In Lakhs)	Highest Credit rating of the Company (highest in case of multiple ratings) ("AA"/"AA+"/"AAA")	Incremental borrowing done during the year (qualified borrowings) (Rs. In Lakhs)	Borrowings by way of issuance of debt securities during the year (Rs. In Lakhs)
GFL	01-04-2024	31-03-2025	1,83,551.72	5,28,734.65	AA+	3,45,000.00	97,500.00



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

**46. SEBI disclosures (Continued)**

**46.4 Disclosure in compliance with Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, for the year ended March 31, 2025**

Sr. No.	Particulars	March 31, 2025
1	Debt equity ratio (No.of Times) <sup>1</sup>	3.70
2	Debt service coverage ratio <sup>6</sup>	Not Applicable
3	Interest service coverage ratio <sup>6</sup>	Not Applicable
4	Outstanding redeemable preference shares (quantity and value)	Nil
5	Capital redemption reserve/debenture redemption reserve	Nil
6	Net worth <sup>2</sup> (₹ in lakhs)	2,07,554.30
7	Net profit / (loss) after tax (₹ in lakhs)	10,220.42
8	Earning per equity share (Annualised):	
	(a) Basic (₹)	0.97
	(b) Diluted (₹)	0.97
9	Current ratio <sup>5</sup>	Not Applicable
10	Long term debt to working capital <sup>5</sup>	Not Applicable
11	Bad debts to account receivable ratio <sup>5</sup>	Not Applicable
12	Current liability ratio <sup>5</sup>	Not Applicable
13	Total debts to Total assets <sup>3</sup>	76.70%
14	Debtors turnover ratio <sup>5</sup>	Not Applicable
15	Inventory turnover <sup>5</sup>	Not Applicable
16	Operating margin <sup>5</sup>	Not Applicable
17	Net profit margin (%) <sup>4</sup>	10.36%
18	Gross Stage 3 Loans (₹ in lakhs)	4,712.36
19	Net Stage 3 Loans (₹ in lakhs)	2,277.59
20	Provision Coverage Ratio % ("PCR") {On Stage 3 Loans} <sup>7</sup>	51.67%
21	Liquidity Coverage Ratio (%) <sup>8</sup>	158.77%

**Note:**

- 1 Debt-equity ratio = (Debt securities + Borrowings (other than debt securities) + Subordinated liabilities) / Net worth.
- 2 Net worth is calculated as defined in section 2(57) of Companies Act 2013.
- 3 Total debts to total assets = (Debt securities + Borrowings (other than debt securities) + Subordinated liabilities) / Total assets.
- 4 Net profit margin = Net profit/(loss) after tax / Total income.
- 5 The Company is a Non-Banking Financial Company registered under the Reserve Bank of India Act, 1934, hence these ratios are not applicable.
- 6 Debt service coverage ratio and interest service coverage ratio shall not be applicable for Non Banking Financial Companies registered with the Reserve Bank of India as per Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 7 Provision Coverage Ratio = (Gross Stage 3 Loans - Net Stage 3 Loans)/Gross Stage 3 Loans
- 8 Liquidity Coverage Ratio = Stock of High Quality Liquid Assets(HQLA)/Total net cash outflows.



**Godrej Finance Limited**

**Notes to the financial statements for the year ended March 31, 2025 (Continued)**

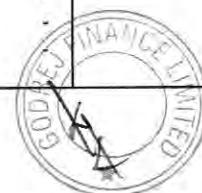
(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI**

**47.1 Schedule to the Balance Sheet of a NBFC as required in terms of Paragraph 31 of the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023:**

**47.1.1 Schedule to the Balance Sheet**

Particulars	As at March 31, 2025		As at March 31, 2024	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
<b>Liabilities side</b>				
<b>1 Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid:</b>				
a) Debentures:				
Secured	1,50,060.44	-	50,532.45	-
Unsecured	-	-	-	-
b) Deferred Credits	-	-	-	-
c) Term Loans	5,07,045.92	-	2,36,252.95	-
d) Inter-corporate loans and borrowing	-	-	-	-
e) Commercial Paper	1,03,743.50	-	62,727.67	-
f) Public Deposits	-	-	-	-
g) Other Loans (Loan repayable on demand from banks)	7,001.52	-	20,182.02	-
<b>2 Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>				
a) In the form of Unsecured debentures	-	-	-	-
b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
c) Other public deposits	-	-	-	-
<b>Assets side</b>			<b>Amount outstanding</b>	
<b>3 Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b>			<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
a) Secured			6,20,584.40	3,60,813.14
b) Unsecured			2,99,930.31	1,23,370.47
<b>4 Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities</b>				
i) Lease assets including lease rentals under sundry debtors				
a) Financial lease			-	-
b) Operating lease			-	-
ii) Stock on hire including hire charges under sundry debtors				
a) Assets on hire			-	-
b) Repossessed Assets			-	-
iii) Other loans counting towards asset financing activities				
a) Loans where assets have been repossessed			-	-
b) Loans other than (a) above			-	-
<b>5 Break-up of Investments</b>				
<b>Current Investments</b>				
<b>Quoted</b>				
i) Shares				
a) Equity			-	-
b) Preference			-	-
ii) Debentures and Bonds			-	-
iii) Units of Mutual Funds			-	-
iv) G- Securities			9,948.02	-
v) Treasury Bills			12,340.15	-
vi) Others			-	-
<b>Unquoted</b>				
i) Shares				
a) Equity			-	-
b) Preference			-	-
ii) Debentures and Bonds			-	-
iii) Units of Mutual Funds			-	-
iv) G- Securities			-	-
v) Treasury Bills			-	-
vi) Others			-	-



47.1 Schedule to the Balance Sheet of a NBFC as required in terms of Paragraph 31 of the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023 (Continued):

Assets side (Continued)		Amount outstanding			
		As at March 31, 2025	As at March 31, 2024		
<b>Long term Investments</b>					
<b>Quoted</b>					
i) Shares					
a) Equity		-	-		
b) Preference		-	-		
ii) Debentures and Bonds		-	-		
iii) Units of mutual funds		-	-		
iv) Government Securities		-	-		
v) Others		-	-		
<b>Unquoted</b>					
i) Shares					
a) Equity		-	-		
b) Preference		-	-		
ii) Debentures and Bonds		-	-		
iii) Units of mutual funds		-	-		
iv) Government Securities		-	-		
v) Others		-	-		
<b>6 Borrower group-wise classification of assets financed as in (3) and (4) above:</b>					
Category		Amount net of provisions			
		As at March 31, 2025			
		Secured	Unsecured	Total	
Related Parties					
a) Subsidiaries		-	-	-	
b) Companies in the same group		-	-	-	
c) Other related parties		-	-	-	
Other than related parties		6,17,995.73	2,94,468.25	9,12,463.98	
Category		Amount net of provisions			
		As at March 31, 2024			
		Secured	Unsecured	Total	
Related Parties					
a) Subsidiaries		-	-	-	
b) Companies in the same group		-	-	-	
c) Other related parties		-	-	-	
Other than related parties		3,59,358.13	1,21,254.83	4,80,612.96	
<b>7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b>					
Category		As at March 31, 2025		As at March 31, 2024	
		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
Related Parties					
a) Subsidiaries		-	-	-	-
b) Companies in the same group		-	-	-	-
c) Other related parties		-	-	-	-
Other than related parties		22,288.17	22,183.18	-	-
<b>8 Other information</b>				Amount	
Particulars		As at March 31, 2025	As at March 31, 2024		
i) Gross Non-Performing Assets					
a) Related parties		-	-	-	
b) Other than related parties		4,712.36	979.78		
ii) Net Non-Performing Assets					
a) Related parties		-	-	-	
b) Other than related parties		2,277.59	491.63		
iii) Assets acquired in satisfaction of debt					



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)**

**47.2 Disclosure in notes to Financial statements as required under Annexure II of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023**

**47.2.1 Comparison of provisions required under Income Recognition, Asset Classification and Provisioning (IRACP) and Impairment allowances made under Ind AS 109**

As at March 31, 2025

Asset Classification		Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
As per RBI Norms	As per Ind AS 109					
(1)	(2)	(3)	(4)	(5)= (3)-(4)	(6)	(7)= (4)-(6)
<b>Performing Assets</b>						
Standard	Stage-1	9,11,182.84	5,216.72	9,05,966.12	3,351.99	1,864.73
	Stage-2	4,619.51	399.24	4,220.27	18.21	381.03
<b>Sub total</b>		<b>9,15,802.35</b>	<b>5,615.96</b>	<b>9,10,186.39</b>	<b>3,370.20</b>	<b>2,245.76</b>
<b>Non Performing Assets (NPA)</b>						
Substandard	Stage-3	4,446.90	2,302.04	2,144.86	439.77	1,862.27
Doubtful						
up to 1 year	Stage-3	230.39	115.20	115.19	46.08	69.12
1 to 3 Years	Stage-3	35.07	17.53	17.54	10.52	7.01
More than 3 years	Stage-3	-	-	-	-	-
Sub total for Doubtful		<b>265.46</b>	<b>132.73</b>	<b>132.73</b>	<b>56.60</b>	<b>76.13</b>
Loss	Stage-3	-	-	-	-	-
<b>Subtotal for NPA</b>		<b>4,712.36</b>	<b>2,434.77</b>	<b>2,277.59</b>	<b>496.37</b>	<b>1,938.40</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage-1	-	-	-	-	-
	Stage-2	-	-	-	-	-
	Stage-3	-	-	-	-	-
<b>Subtotal</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>Stage-1</b>	<b>9,11,182.84</b>	<b>5,216.72</b>	<b>9,05,966.12</b>	<b>3,351.99</b>	<b>1,864.73</b>
	<b>Stage-2</b>	<b>4,619.51</b>	<b>399.24</b>	<b>4,220.27</b>	<b>18.21</b>	<b>381.03</b>
	<b>Stage-3</b>	<b>4,712.36</b>	<b>2,434.77</b>	<b>2,277.59</b>	<b>496.37</b>	<b>1,938.40</b>
	<b>Total</b>	<b>9,20,514.71</b>	<b>8,050.73</b>	<b>9,12,463.98</b>	<b>3,866.57</b>	<b>4,184.16</b>

As at March 31, 2024

Asset Classification		Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
As per RBI Norms	As per Ind AS 109					
(1)	(2)	(3)	(4)	(5)= (3)-(4)	(6)	(7)= (4)-(6)
<b>Performing</b>						
Standard	Stage-1	4,82,324.68	2,986.51	4,79,338.17	1,781.08	1,205.43
	Stage-2	879.15	95.98	783.17	3.47	92.51
<b>Sub total</b>		<b>4,83,203.83</b>	<b>3,082.49</b>	<b>4,80,121.34</b>	<b>1,784.55</b>	<b>1,297.94</b>
<b>Non Performing Assets (NPA)</b>						
Substandard	Stage-3	979.78	488.16	491.63	93.68	394.48
Doubtful						
up to 1 year	Stage-3	-	-	-	-	-
1 to 3 Years	Stage-3	-	-	-	-	-
More than 3 years	Stage-3	-	-	-	-	-
Sub total for Doubtful		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Loss	Stage-3	-	-	-	-	-
<b>Subtotal for NPA</b>		<b>979.78</b>	<b>488.16</b>	<b>491.63</b>	<b>93.68</b>	<b>394.48</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage-1	-	-	-	-	-
	Stage-2	-	-	-	-	-
	Stage-3	-	-	-	-	-
<b>Subtotal</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>Stage-1</b>	<b>4,82,324.68</b>	<b>2,986.51</b>	<b>4,79,338.17</b>	<b>1,781.08</b>	<b>1,205.43</b>
	<b>Stage-2</b>	<b>879.15</b>	<b>95.98</b>	<b>783.17</b>	<b>3.47</b>	<b>92.51</b>
	<b>Stage-3</b>	<b>979.78</b>	<b>488.16</b>	<b>491.63</b>	<b>93.68</b>	<b>394.48</b>
	<b>Total</b>	<b>4,84,183.61</b>	<b>3,570.65</b>	<b>4,80,612.97</b>	<b>1,878.23</b>	<b>1,692.42</b>

**47.2.2** Company conducted sale of its business portfolio as per details provided at Note No. 47.3.6 as per Policy for Transfer of Loan Exposure approved by its Board of Directors.

**47.2.3** There are no accounts which are past due beyond 90 days but not treated as impaired.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)**
**47.3 Disclosure pursuant to RBI Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023:**
**47.3.1 Capital to risk assets ratio (CRAR)**

Particulars	As at March 31,	
	2025	2024
CRAR (%)	23.09%	26.27%
CRAR - Tier 1 capital (%)	22.50%	25.64%
CRAR - Tier 2 Capital (%)	0.59%	0.63%
Amount of Subordinated debt raised as Tier 2 capital	-	-
Amount raised by issue of perpetual debt instruments	-	-

**47.3.2 Investments**

Particulars	As at March 31,	
	2025	2024
<b>I) Value of Investment</b>		
<b>(i) Gross value of investments*</b>		
(a) In India	22,288.17	-
(b) Outside India	-	-
<b>(ii) Provisions for depreciation</b>		
(a) In India	-	-
(b) Outside India	-	-
<b>(iii) Net value of investments</b>		
(a) In India	22,288.17	-
(b) Outside India	-	-
<b>II) Movement of provisions held towards depreciation on investments.</b>		
<b>Opening balance</b>	-	-
Add : Provisions made during the year	-	-
Less : Write-off / written-back of excess provisions during the year	-	-
<b>Closing balance</b>	-	-

\*(Includes Mark to Market gain of Rs. 104.99 Lakhs (Previous Year: Nil).)

**47.3.3 Derivatives**
**a) Forward rate agreement / interest rate swap**

Particulars	As at March 31,	
	2025	2024
i) The notional principal of swap agreements	1,26,509.75	-
ii) Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	-	-
iii) Collateral required by the NBFC upon entering into swaps	-	-
iv) Concentration of credit risk arising from the swaps <sup>§</sup>	-	-
v) The fair value of the swap book <sup>@</sup>	-	-

<sup>§</sup> Examples of concentration could be exposures to particular industries or swaps with highly geared companies.  
<sup>@</sup> If the swaps are linked to specific assets, liabilities, or commitments, the fair value would be the estimated amount that the NBFC would receive or pay to terminate the swap agreements as on the balance sheet date.

**b) Exchange traded interest rate (IR) derivatives**

Particulars	As at March 31,	
	2025	2024
i) Notional principal amount of exchange traded IR derivatives undertaken during the year	1,26,509.75	-
ii) Notional principal amount of exchange traded IR derivatives outstanding	1,26,509.75	-
iii) Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective"	-	-
iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective"	-	-



## 47. Regulatory disclosures - RBI (Continued)

## c) Disclosures on risk exposure in derivatives

**Qualitative disclosure**

The Company enters into swap contracts and other derivative financial instruments to hedge its exposure to foreign exchange and interest rates. Hedges of foreign exchange risk on firm commitments are accounted as cash flow hedges. The Company does not hold derivative financial instruments for speculative purpose.

Derivatives are initially recognised at fair value at the date of a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship. The Company designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedges). A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

**Hedge Accounting Policy**

The Company makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the Company applies hedge accounting for transactions that meet specific criteria. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Company would assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an on-going basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

**Cash Flow Hedges**

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability (such as all or some future interest payments on variable rate debt) or a highly probable forecast transaction and could affect profit and loss. For designated and qualifying cash flow hedges, the effective portion of the cumulative gain or loss on the hedging instrument is initially recognised directly in OCI within equity (cash flow hedge reserve). The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in Finance Cost in the statement of profit and loss. When the hedged cash flow affects the statement of profit and loss, the effective portion of the gain or loss on the hedging instrument is recorded in the corresponding income or expense line of the statement of profit and loss. When a hedging instrument expires, is sold, terminated, exercised, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that has been recognised in OCI at that time remains in OCI and is recognised when the hedged forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the statement of profit and loss. The Company's hedging policy only allows for effective hedging relationships to be considered as hedges as per the relevant Ind-AS. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed.

**Quantitative disclosure**

Particulars	As at March 31, 2025		As at March 31, 2024	
	Currency Derivatives	Interest Rate Derivatives	Currency Derivatives	Interest Rate Derivatives
Derivatives (notional principal amount) For Hedging	1,26,509.75	20,925.75	-	-
Marked to market positions				
Assets (+)	-	-	-	-
Liability (-)	(64.18)	(64.43)	-	-
Credit exposure	-	-	-	-
Unhedged exposures	-	-	-	-



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

47. Regulatory disclosures - RBI (Continued)

47.3.4 Disclosure pursuant to RBI Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023: pertaining to credit default swaps:

Particulars	As at March 31, 2025	As at March 31, 2024
No. of transactions during the year	-	-
Amount of protection bought during the year	-	-
No. of transactions where credit event payment was received during the year	-	-
a) pertaining to current year's transactions	-	-
b) pertaining to previous year(s)' transactions	-	-
Outstanding transactions as on March 31st	-	-
a) No. of Transactions	-	-
b) Amount of protection	-	-
Net income / profit (expenditure / loss) in respect of CDS transactions during year-to-date	-	-
a) premium paid	-	-
b) Credit event payments received (net of value of deliverable obligation).	-	-

47.3.5 Disclosure pursuant to RBI Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023: pertaining to data regarding pledged securities:

The Company has not given any loans against securities.

Name of the Lender NBFC		N/A			
PAN		N/A			
Date of Reporting		N/A			
Share-holding Information		N/A			
Name of the Company	ISIN	No of shares held against loans	Type of Borrower (Promoter/ Non-promoter)	Name of the borrower	PAN of the Borrower
N/A	N/A	N/A	N/A	N/A	N/A

47.3.6 Disclosures pursuant to RBI Notification - RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021.

a) Details of loans acquired through assignment in respect of loans not in default during the year ended:

Particulars	As at March 31,	
	2025	2024
i) Entity	NBFC	NBFCs
ii) Count of loan accounts assigned (in numbers)	583	1522
iii) Amount of loan account assigned (in lakhs)	3,775.46	5,361.93
iv) Retention of beneficial economic interest (MRR)**	10.00%	10.00%
v) Weighted average maturity (residual maturity in months)	133.82	21.61
vi) Weighted average holding period (in months)	8.02	12.23
vii) Coverage of tangible security	100.00%	-
viii) Rating-wise distribution of rated loans	N/A	N/A

\*\*Retained by the originator

b) Details of loans transferred through assignment in respect of loans not in default during the year ended:

Particulars	2025	2024
Entity	Bank	Bank
Count of loan accounts assigned (in numbers)	210	401
Amount of loan account assigned (in lakhs)	21,053.31	6,815.21
Retention of beneficial economic interest (MRR)**	10.00%	10.00%
Weighted average maturity (residual maturity in months)	156.41	25.33
Weighted average holding period (in months)	19.01	7.87
Coverage of tangible security	100.00%	-
Rating-wise distribution of rated loans	N/A	N/A

\*\*Retained by the originator

c) The Company has not transferred/acquired any stressed loans during the year ended March 31, 2025 (Previous Year: Nil).

d) The Company has not transferred/acquired through novation and loan participation during the year ended March 31, 2025 (Previous Year: Nil).

47.3.7 Disclosures pursuant to RBI Notification - RBI/DOR/2021-22/85 DOR.STR.REC.53/21.04.177/2021-22 dated September 24, 2021.

No securitization has been done by the company during the year (Previous Year: Nil).



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

47. Regulatory disclosures - RBI (Continued)

47.3.8 Asset liability management

a) Maturity pattern of certain items of assets and liabilities As at March 31, 2025

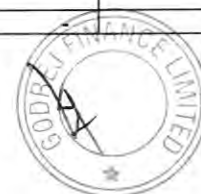
Particulars	Liabilities			
	Deposits	Borrowings from Banks	Market Borrowings	Foreign Currency Liabilities
1 day to 7 days	-	123.29	-	-
8 days to 14 days	-	-	-	-
15 days to 30/31 days	-	1,318.43	-	299.59
Over One month up to 2 months	-	4,045.55	29,748.92	523.55
Over 2 months up to 3 months	-	15,795.65	29,565.86	71.68
Over 3 months up to 6 months	-	31,823.29	913.85	4,116.10
Over 6 months up to 1 year	-	49,646.57	46,261.17	-
Over 1 year up to 3 years	-	1,71,135.62	1,47,314.14	1,15,069.69
Over 3 years up to 5 years	-	1,06,823.46	-	8,294.98
Over 5 years	-	4,959.99	-	-
<b>Total</b>	-	<b>3,85,671.85</b>	<b>2,53,803.94</b>	<b>1,28,375.59</b>

Particulars	Assets		
	Advances	Investments	Foreign Currency Assets
1 day to 7 days	14,421.98	22,288.17	-
8 days to 14 days	574.31	-	-
15 days to 30/31 days	3,411.73	-	-
Over One month to 2 months	11,849.10	-	-
Over 2 months up to 3 months	13,554.97	-	-
Over 3 months up to 6 months	40,211.71	-	-
Over 6 months up to 1 year	76,613.34	-	-
Over 1 year up to 3 years	2,37,493.77	-	-
Over 3 years up to 5 years	1,22,846.19	-	-
Over 5 years	3,91,486.88	-	-
<b>Total</b>	<b>9,12,463.98</b>	<b>22,288.17</b>	-

b) Maturity pattern of certain items of assets and liabilities As at March 31, 2024

Particulars	Liabilities			
	Deposits	Borrowings from Banks	Market Borrowings	Foreign Currency Liabilities
1 day to 7 days	-	-	-	-
8 days to 14 days	-	-	-	-
15 days to 30/31 days	-	12,440.00	-	-
Over One month up to 2 months	-	13,815.00	10,318.50	-
Over 2 months up to 3 months	-	22,426.07	29,383.42	-
Over 3 months up to 6 months	-	20,804.89	-	-
Over 6 months up to 1 year	-	48,872.15	23,615.25	-
Over 1 year up to 3 years	-	89,655.26	49,942.95	-
Over 3 years up to 5 years	-	45,676.98	-	-
Over 5 years	-	2,744.62	-	-
<b>Total</b>	-	<b>2,56,434.97</b>	<b>1,13,260.12</b>	-

Particulars	Assets		
	Advances	Investments	Foreign Currency Assets
1 day to 7 days	7,092.18	-	-
8 days to 14 days	641.71	-	-
15 days to 30/31 days	1,568.17	-	-
Over One month to 2 months	6,666.17	-	-
Over 2 months up to 3 months	6,315.20	-	-
Over 3 months up to 6 months	19,119.49	-	-
Over 6 months up to 1 year	36,587.55	-	-
Over 1 year up to 3 years	70,286.14	-	-
Over 3 years up to 5 years	1,28,930.77	-	-
Over 5 years	2,03,405.58	-	-
<b>Total</b>	<b>4,80,612.96</b>	-	-



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)**

**47.3.9 Exposure**

**i) Exposure to real estate sector**

Category	As at March 31,	
	2025	2024
<b>a) Direct exposure</b>		
<b>Residential mortgages -</b> Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	4,52,520.97	2,32,039.31
<b>Commercial real estate -</b> Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure includes non-fund based (NFB) limits.	1,08,860.80	98,122.43
<b>Investments in mortgage backed securities (MBS) and other securitised exposures -</b>		
- Residential	-	-
- Commercial Real Estate	-	-
<b>b) Indirect exposure</b> Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	-	-
<b>Total exposure to Real Estate Sector</b>	<b>5,61,381.77</b>	<b>3,30,161.74</b>

**47.3.9 Exposure (Continued)**

**ii) Exposure to Capital Market**

Particulars	As at March 31,	
	2025	2024
a) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt	-	-
b) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds	-	-
c) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
d) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances	-	-
e) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
f) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
g) Bridge loans to companies against expected equity flows / issues	-	-
h) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
i) Financing to stockbrokers for margin trading	-	-
j) All exposures to Alternative Investment Funds:	-	-
(i) Category I	-	-
(ii) Category II	-	-
(iii) Category III	-	-
<b>Total exposure to Capital Market</b>	<b>-</b>	<b>-</b>

**47.3.10 Details of financing of parent company products:**

No parent company products were financed during the year (Previous Year: Nil).

**47.3.11 Details of Single Borrower Limit (SBL)/ Group Borrower Limit (GBL) exceeded by the Company:**

The Company has not exceeded prudential exposure limit stipulated by RBI prudential norms applicable to NBFC as on reporting date (Previous Year: Nil).

**47.3.12 Unsecured advances**

The Company has unsecured advances of Rs.2,99,930.31 lakhs As at March 31, 2025 (Previous Year: Rs.1,23,370.46 lakhs). The Company has not granted any advances against intangible collateral.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)**

**47.3.13 Exposure to group companies engaged in real estate business**

Description	As at March 31, 2025		As at March 31, 2024	
	Amount	% of Owned Fund	Amount	% of Owned Fund
i) Exposure to any single entity in a group engaged in real estate business	-	-	-	-
ii) Exposure to all entities in a group engaged in real estate business	-	-	-	-

**47.3.14 Registration obtained from other financial sector regulators**

The Company is registered with following regulators effective As at March 31, 2025 :

Regulator	Registration No.
i) Ministry of Company Affairs	U67120MH1992PLC065457
ii) Reserve Bank of India	13.00368
iii) Legal Entity Identifier	3358005CV1EXBUW5X978
iv) Insurance Regulatory Development Authority of India (IRDAI)	CA0873

**47.3.15 Disclosure of penalties imposed by RBI and other regulators**

There were no penalties imposed on the Company by RBI or any other regulator during the year (Previous Year: Nil).

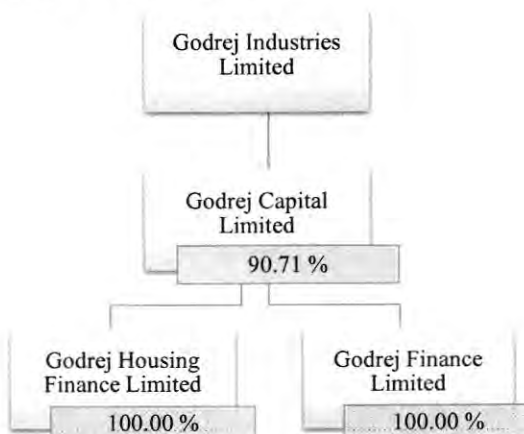
**47.3.16 Related Party Transactions**

Details of all material transactions with related parties are disclosed in Note 37 to Financial Statements.

**47.3.17 Group Structure**

Ultimate Holding Company  
Holding Company  
Subsidiaries of Holding Company

Godrej Industries Limited (w.e.f 24 August, 2021)  
Godrej Capital Limited (w.e.f 24 August, 2021)  
Godrej Housing Finance Limited



**47.3.18 Rating assigned by credit rating agencies**

Instruments	Credit Rating Agency	Migration in Ratings During the year	As at March 31,	
			2025	2024
Bank Borrowings (Including ECBs)	CRISIL Ratings Ltd.	Yes	CRISIL AA+/Stable	CRISIL AA/Stable
Bank Borrowings (Including ECBs)	CARE Ratings Ltd.		CARE AA+/Stable	-
Commercial Paper	ICRA Ltd.	No	ICRA A1+	ICRA A1+
Commercial Paper	CRISIL Ratings Ltd.	No	CRISIL A1+	CRISIL A1+
Non Convertible Debentures	CRISIL Ratings Ltd.	Yes	CRISIL AA+/Stable	CRISIL AA/Stable
Non Convertible Debentures	CARE Ratings Ltd.		CARE AA+/Stable	-



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)****47.3.19 Remuneration of Directors**

Details of all pecuniary transactions with Non-Executive Directors

Particulars	As at March 31,	
	2025	2024
<b>Directors sitting fees and Commission paid to</b>		
Manish Shah	-	-
Anisha Motwani	30.00	27.00
Hemant Ratnakar Adarkar	18.00	14.00

There are no other pecuniary transactions with Non-executive Independent Directors during the year (Previous Year: Nil).

**47.3.20 Management Discussion and Analysis**

Refer to the Management Discussion and Analysis report which is part of Director Report for relevant Disclosure.

**47.3.21 Net Profit or Loss for the period, prior period items and changes in accounting policies**

There are no prior period items that have impact on the current year's profit and loss. The accounting policies regarding key areas of operations are disclosed in note 1 &amp; 2 to the Financial Statement for the year ended March 31, 2025.

**47.3.22 Revenue Recognition**

There have been no instances in which revenue recognition has been postponed pending the resolution of significant uncertainties. (Previous Year: Nil)

**47.3.23 Consolidated Financial Statements (CFS)**

The Company does not have any Subsidiary (Includign Overseas subsidiaries)/Joint Venture/Associates As at March 31, 2025.

**47.3.24 Provisions and contingencies**

Breakup of provisions and contingencies shown under the head expenditure in the Statement of Profit and loss :

Particulars	Year Ended March 31,	
	2025	2024
i) Provision made for depreciation on investment	-	-
ii) Provision made towards non performing assets	1,946.61	472.66
iii) Provision made towards income tax	-	-
iv) Provision made for gratuity	183.50	123.58
v) Provision made for leave encashment	170.91	63.27
vi) Provision made for standard assets: *	2,533.47	2,173.29

\* This includes provision towards Stage 1 &amp; Stage 2 assets.

**47.3.25 Break up of Loan & Advances and Provisions thereon**

Particulars	As at March 31, 2025		As at March 31, 2024	
		Term loan		Term loan
<b>i) Standard Assets</b>				
Total Outstanding Amount	9,15,802.35		4,83,203.83	
Provisions made	(5,615.96)		(3,082.49)	
<b>ii) Sub-Standard Assets</b>				
Total Outstanding Amount	4,446.90		979.78	
Provisions made	(2,302.04)		(488.16)	
<b>iii) Doubtful Assets – Category-I</b>				
Total Outstanding Amount	230.39		-	
Provisions made	(115.20)		-	
<b>iv) Doubtful Assets – Category-II</b>				
Total Outstanding Amount	35.07		-	
Provisions made	(17.53)		-	
<b>v) Doubtful Assets – Category-III</b>				
Total Outstanding Amount	-		-	
Provisions made	-		-	
<b>vi) Loss Assets</b>				
Total Outstanding Amount	-		-	
Provisions made	-		-	
<b>vii) Total</b>				
Total Outstanding Amount	9,20,514.71		4,84,183.61	
Provisions made	(8,050.73)		(3,570.65)	



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)**

**47.3.26 Draw down from reserves**

No drawdown from the reserves during the year. (Previous Year: Nil)

**47.3.27 Concentration of deposits, advances, exposures and NPA assets**

Particulars	As at March 31,	
	2025	2024
<b>i) Concentration of public deposits</b>		
Total deposits of twenty largest depositors	N.A	N.A
Percentage of deposits of twenty largest depositors to total deposits of the deposit taking NBFC	N.A	N.A
<b>ii) Concentration of Loans &amp; Advances</b>		
Total loans & advances to twenty largest borrowers	62,537.28	70,415.72
Percentage of loans & advances to twenty largest borrowers to Total Advances of the NBFC	7.26%	15.53%
<b>iii) Concentration of all Exposure (including off-balance sheet exposure)</b>		
Total Exposures to twenty largest borrowers / Customers	64,237.28	72,962.66
Percentage of Exposures to twenty largest borrowers / Customers to Total Exposure of the NBFC on borrowers / Customers	6.54%	12.91%
<b>iv) Concentration of NPAs</b>		
Total Exposures to top four NPA accounts	916.38	343.80

**47.3.27 Concentration of deposits, advances, exposures and NPA assets (Continued)**

**v) Sector-wise NPAs**

Sr No	Sectors	Percentage of NPAs to Total Advances in that sector	
		As at March 31,	
		2025	2024
1	Agriculture & allied activities	-	-
2	MSME	0.49%	0.06%
3	Corporate borrowers	-	-
4	Services	-	-
5	Unsecured personal loans	-	-
6	Auto loans	-	-
7	Other personal loans	-	-
8	Other loans for business	0.59%	0.11%

**47.3.28 Movement in non-performing assets (NPAs)**

Particulars	As at March 31,	
	2025	2024
<b>(i) Net NPAs to net advances (%)</b>	0.25%	0.10%
<b>(ii) Movement of NPAs (Gross)</b>		
(a) Opening balance	979.78	29.87
(b) Additions during the year	7,923.06	1,058.68
(c) Reductions during the year	(4,190.48)	(108.77)
(d) Closing balance	<b>4,712.36</b>	<b>979.78</b>
<b>(iii) Movement of NPAs (Net)</b>		
(a) Opening balance	491.62	14.37
(b) Additions during the year	4,622.86	512.45
(c) Reductions during the year	(2,836.89)	(35.19)
(d) Closing balance	<b>2,277.59</b>	<b>491.63</b>
<b>(iv) Movement of provisions for NPAs (excluding provision on standard assets)</b>		
(a) Opening Balance	488.16	15.50
(b) Provisions made during the year	3,300.20	546.24
(c) Write off/write back of excess provision	(1,353.59)	(73.58)
(d) Closing balance	<b>2,434.77</b>	<b>488.16</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)****47.3.29 Overseas Assets**

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets	
			March 31, 2025	March 31, 2024
-	-	-	-	-

The Company does not own any overseas assets As at March 31, 2025 (Previous Year: Nil).

**47.3.30 Off-balance Sheet SPVs sponsored**

Particulars	As at March 31,	
	2025	2024
Name of the SPV sponsored	NA	NA
Domestic	Nil	Nil
Overseas	Nil	Nil

**47.3.31 Details of customers complaints**

Particulars	As at March 31,	
	2025	2024
i) No. of complaints pending at the beginning of the year	Nil	Nil
ii) No. of complaints received during the year	56	7
iii) No. of complaints redressed during the year	56	7
iv) No. of complaints pending at the end of the year	Nil	Nil

**47.3.32 Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) dated July 15, 2024**

There were no cases as fraud reported to RBI during the financial year ended March 31, 2025 (Previous Year: Nil)





47. Regulatory disclosures - RBI (Continued)

47.4.1 Disclosure of details as required under Paragraph 6 of Annex XXI- Guidelines on Liquidity Coverage Ratio (LCR) of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

47.4.1.1 Liquidity Coverage Ratio

Particulars	Average Q1 2024-25		Average Q2 2024-25		Average Q3 2024-25		Average Q4 2024-25	
	Total Unweighted Value	Total Weighted Value	Total Unweighted Value	Total Weighted Value	Total Unweighted Value	Total Weighted Value	Total Unweighted Value	Total Weighted Value
<b>High Quality Liquid Assets</b>								
1 Total High Quality Liquid Assets (HQLA)*	20,330.57	20,330.57	21,603.03	21,603.03	20,835.46	20,835.46	24,143.61	24,143.61
<b>Cash Outflows</b>								
2 Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3 Unsecured wholesale funding	20,666.67	23,766.67	15,543.48	17,875.00	26,902.17	30,937.50	35,833.33	41,208.33
4 Secured wholesale funding	35,637.72	40,983.38	32,291.82	37,135.60	18,472.75	21,243.66	15,258.39	17,547.15
5 Additional requirements, of which	-	-	-	-	-	-	-	-
(i) Outflows related to derivative exposures and other collateral requirements	-	-	-	-	-	-	-	-
(ii) Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
(iii) Credit and liquidity facilities	1,468.78	1,689.10	-	-	-	-	-	-
6 Other contractual funding obligations	577.00	663.55	2,209.18	2,540.56	2,442.37	2,808.73	1,800.00	2,070.00
7 Other contingent funding obligations	-	-	-	-	-	-	-	-
8 <b>TOTAL CASH OUTFLOWS</b>	<b>58,350.17</b>	<b>67,102.70</b>	<b>50,044.48</b>	<b>57,551.16</b>	<b>47,817.29</b>	<b>54,989.89</b>	<b>52,891.72</b>	<b>60,825.48</b>
<b>Cash Inflows</b>								
9 Secured lending	1,05,116.67	78,837.50	70,535.63	52,901.72	1,14,154.35	85,615.76	1,11,111.11	83,333.33
10 Inflows from fully performing exposures	13,932.60	10,449.45	26,412.63	19,809.47	13,157.78	9,868.34	3,976.05	2,982.04
11 Other cash inflows	6,441.85	4,831.39	52,806.40	39,604.80	27,102.09	20,326.57	76,490.26	57,367.69
12 <b>TOTAL CASH INFLOWS</b>	<b>1,25,491.12</b>	<b>94,118.34</b>	<b>1,49,754.66</b>	<b>1,12,315.99</b>	<b>1,54,414.22</b>	<b>1,15,810.67</b>	<b>1,91,577.42</b>	<b>1,43,683.06</b>
							<b>Total Adjusted Value</b>	
13 <b>TOTAL HQLA</b>		20,330.57		21,603.03		20,835.46		24,143.61
14 <b>TOTAL NET CASH OUTFLOWS</b>		16,775.67		14,387.79		13,747.47		15,206.37
15 <b>LIQUIDITY COVERAGE RATIO (%)</b>		<b>121.19%</b>		<b>150.15%</b>		<b>151.56%</b>		<b>158.77%</b>

High Quality Liquid Assets (HQLA)	Average Q1 2024-25		Average Q2 2024-25		Average Q3 2024-25		Average Q4 2024-25	
	Total Unweighted Value	Total Weighted Value	Total Unweighted Value	Total Weighted Value	Total Unweighted Value	Total Weighted Value	Total Unweighted Value	Total Weighted Value
1 Cash & callable FDs	2,044.69	2,044.69	1,532.95	1,532.95	1,611.86	1,611.86	2,427.00	2,427.00
2 G-sec/T-bills	18,285.88	18,285.88	20,070.08	20,070.08	19,223.60	19,223.60	21,716.61	21,716.61
3 Any other - please specify	-	-	-	-	-	-	-	-

Qualitative Disclosure

(a) The main drivers of their LCR results and the evolution of the contribution of inputs to the LCR's calculation over time;

RBI had introduced the liquidity coverage ratio (LCR) to ensure that NBFC has an adequate stock of unencumbered high-quality liquid assets (HQLA) to survive a significant liquidity stress lasting for a period of 30 days. LCR is defined as a ratio of HQLA to the total net cash outflows estimated for the next 30 calendar days.

The Company has an Asset Liability Management Committee (ALCO), a management level committee to handle liquidity risk. The ALCO meets at periodic intervals. At the apex level, the Risk Management Committee (RMC), a sub-committee of the Board of Directors of the Company, oversees the liquidity risk management. The RMC subsequently updates the Board of Directors on the same.

(b) The composition of HQLAs:

Particulars	As at 31st March 2025
Cash & callable FDs	2,427.00
G-sec/T-bills	21,716.61
<b>Total</b>	<b>24,143.61</b>



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)**

**47.5 Disclosure on liquidity risk under Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023:**

**i) Funding Concentration based on significant counterparty (both deposits and borrowings)**

Particulars	As at March 31, 2025	As at March 31, 2024
No. of Significant Counterparties	20	21
Amount	7,36,541.56	3,69,695.09
Percentage of funding concentration to total deposits	N.A.	N.A.
Percentage of funding concentration to total liabilities	92.89%	94.22%

**ii) Top 20 large deposits**

Since the Company is registered as a Non-Deposit taking Non- Banking Financial Company, this is not applicable.

**iii) Top 10 Borrowings**

Particulars	As at March 31, 2025	As at March 31, 2024
Total amount of top 10 borrowings	5,56,781.66	3,00,326.04
Percentage of amount of top 10 borrowings to total borrowings	72.51%	81.24%

**iv) Funding concentration based on significant instrument / product:**

Particulars	As at March 31, 2025		As at March 31, 2024	
	₹ in lakh	% of Total liabilities	₹ in lakh	% of Total liabilities
a) Term Loans	5,07,049.80	63.95%	2,36,252.95	60.21%
b) Working Capital Bank Lines	6,997.64	0.88%	20,182.02	5.14%
c) Non-Convertible Debentures	1,50,060.44	18.93%	50,532.45	12.88%
d) Commercial Papers	1,03,743.50	13.08%	62,727.67	15.99%

**v) Stock Ratios:**

Particulars	As at March 31, 2025	As at March 31, 2024
a) Commercial Papers to Total Liabilities	13.08%	28.87%
b) Commercial Papers to Total Assets	10.36%	21.88%
c) Commercial Papers to Public funds	13.51%	30.64%
d) NCD (Original Maturity < 1year) to Total Liabilities	N.A	N.A
e) NCD (Original Maturity < 1year) to Total Assets	N.A	N.A
f) NCD (Original Maturity < 1year) to Public funds	N.A	N.A
g) Other Short Term Liabilities to Total Liabilities*	2.84%	5.19%
h) Other Short Term Liabilities to Total Assets*	2.25%	3.93%
i) Other Short Term Liabilities to Public funds*	2.93%	5.51%
j) Borrowing from Banks(Short term Borrowings) to Total Liabilities	0.88%	18.73%
k) Borrowing from Banks(Short term Borrowings) to Total Assets	0.70%	14.20%
l) Borrowing from Banks(Short term Borrowings) to Public funds	0.91%	19.88%

\*Other short term liabilities include all the financial liabilities as per IndAS maturing within next 12 months other than Debt securities and Borrowings (other than debt securities).

**vi) Institutional set-up for liquidity risk management:**

The Liquidity Risk Management framework of the Company is governed by its Asset Liability Management Policy of the Company. The Asset Liability Committee of the Board (ALCO) oversee the implementation of liquidity risk management strategy of the Company and ensure adherence to the risk tolerance/limits set by the Board. Meetings of ALCO are held periodically.

**Notes:**

- 1 A "Significant counterparty" is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the Company's total liabilities.
- 2 Total Liabilities has been computed as sum of all liabilities (Balance Sheet figure) less Equities and Reserves/Surplus.
- 3 Public Funds includes funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of Commercial Papers, debentures etc. but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding five years from the date of issue.



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)**

**47.6 Disclosures in Financial Statements - As per the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023:**

**47.6.1.a Exposure to real estate sector**

Refer Note. 47.3.9

**47.6.1.b Exposure to capital market**

Refer Note. 47.3.9

**47.6.1.c Intra-group exposures**

Nil

**47.6.1.d Unhedged foreign currency exposure**

Nil

**47.6.1.e Sectoral exposure**

Sectors	As at March 31, 2025			As at March 31, 2024		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
<b>1. Agriculture and Allied Activities</b>	<b>8,763.23</b>	<b>90.09</b>	<b>1.03%</b>	<b>2,336.62</b>	<b>-</b>	<b>0.00%</b>
<b>2. Industry (2.1 to 2.2)</b>	<b>2,06,678.47</b>	<b>810.50</b>	<b>0.39%</b>	<b>1,12,520.23</b>	<b>399.39</b>	<b>0.35%</b>
2.1 Textiles	51,776.38	183.04	0.35%	29,284.86	48.61	0.17%
2.2 Others	1,54,902.09	627.46	0.41%	83,235.37	350.78	0.42%
<b>3. Services (3.1 to 3.3)</b>	<b>5,34,663.53</b>	<b>2,023.77</b>	<b>0.38%</b>	<b>2,66,336.55</b>	<b>115.53</b>	<b>0.04%</b>
3.1 Professional Services	1,73,789.72	560.30	0.32%	98,259.20	-	0.00%
3.2 Trade	1,79,584.85	1,116.15	0.62%	88,253.92	115.53	0.13%
3.3 Other Services	1,81,288.96	347.32	0.19%	79,823.43	-	0.00%
<b>4. Personal Loans</b>	<b>56,000.18</b>	<b>-</b>	<b>0.00%</b>	<b>16,327.44</b>	<b>-</b>	<b>0.00%</b>
<b>5. Retail Loans</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>69,143.77</b>	<b>44.98</b>	<b>0.07%</b>
<b>6. Other Non-food Credit, if any</b>	<b>1,75,732.23</b>	<b>1,788.00</b>	<b>1.02%</b>	<b>98,323.22</b>	<b>419.89</b>	<b>0.43%</b>
<b>Total</b>	<b>9,81,837.64</b>	<b>4,712.36</b>		<b>5,64,987.83</b>	<b>979.79</b>	



Godrej Finance Limited

Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

47. Regulatory disclosures - RBI (Continued)

47.6 Disclosures in Financial Statements - As per the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023:

47.6.2 Related Party Disclosure

Related Party	Parent (as per ownership or control)		Subsidiaries		Associates/ Joint ventures		Key Management <sup>(a)</sup>		Relatives of Key Management Personnel <sup>(a)</sup>		Others*		Total	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Borrowings <sup>(b)</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits <sup>(b)</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits <sup>(b)</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances <sup>(b)</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments <sup>(b)</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Issue of equity shares	74,296.56	79,966.33	-	-	-	-	-	-	-	-	-	-	74,296.56	79,966.33
Expenses/ Reimbursement Paid To	111.32	83.60	-	-	-	-	-	-	-	-	989.41	979.14	1,100.73	1,062.74
Expenses/ Reimbursement Recovered From	88.80	67.47	-	-	-	-	-	-	-	-	34.96	49.02	123.76	116.49
Purchase of Goods	-	-	-	-	-	-	-	-	-	-	2.54	662.08	2.54	662.08
Security deposits paid	-	-	-	-	-	-	-	-	-	-	-	104.90	-	104.90
Remuneration to Key Management Personnel	-	-	-	-	-	-	303.42	474.22	-	-	-	-	303.42	474.22

<sup>(a)</sup> Disclosures for directors and relatives of directors should be made separately in separate columns from other KMPs and relatives of other KMPs.

<sup>(b)</sup> The outstanding at the year end and the maximum during the year are to be disclosed

\* Specify item if total for the item is more than 5 per cent of total related party transactions. Related parties would include trusts and other bodies in which the NBFC can directly or indirectly (through its related parties) exert control or significant influence.



1. Related party, in the context of the aforementioned disclosure, shall include all related parties as per the applicable accounting standards. Further, related party shall also include following related parties defined under Section 2(76) of the Companies Act, 2013.
- i. a director or his relative;
  - ii. a key managerial personnel or his relative;
  - iii. a firm, in which a director, manager or his relative is a partner;
  - iv. a private company in which a director or manager or his relative is a member or director;
  
  - v. a public company in which a director or manager is a director and or holds along with his relatives, more than two per cent. of its paid-up share capital;
  - vi. any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
  - vii. any person on whose advice, directions or instructions a director or manager is accustomed to act;
- Provided that nothing in clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
- viii. any company which is—

(A) a holding, subsidiary or an associate company of such company; or

(B) a subsidiary of a holding company to which it is also a subsidiary;

(C) an investing company or the venturer of the company;”;

Explanation.—For the purpose of this clause, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.]

ix. A director other than an independent director or key managerial personnel of the holding company or his relative with reference to a company

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

“Related party” means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:

Provided that:

(a) any person or entity forming a part of the promoter or promoter group of the listed entity; or

(b) any person or any entity, holding equity shares of ten per cent or more in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year.

shall be deemed to be a related party



**Godrej Finance Limited**

**Notes to the financial statements for the year ended March 31, 2025 (Continued)**

(Currency : Indian Rupees in lakhs)

2. At a minimum, Key Management Personal (KMPs) shall include following key managerial personnel as per section 2(51) of the Companies Act, 2013.

- i. the Chief Executive Officer or the managing director or the manager
- ii. the company secretary
- iii. the whole-time director
- iv. the Chief Financial Officer
- v. such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- vi. such other officer as may be prescribed

3. Relatives of KMPs at the minimum, shall include following relatives as defined under section 2(77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of definitions details) Rules, 2014.

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed.

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- (1) Father: Provided that the term "Father" includes step-father.
- (2) Mother: Provided that the term "Mother" includes the step-mother.
- (3) Son: Provided that the term "Son" includes the step-son.
- (4) Son's wife.
- (5) Daughter.
- (6) Daughter's husband.
- (7) Brother: Provided that the term "Brother" includes the step-brother;
- (8) Sister: Provided that the term "Sister" includes the step-sister.



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Notes to the financial statements for the year ended March 31, 2025 (Continued)

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - RBI (Continued)****47.6 Disclosures in Financial Statements - As per the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023:****47.6.3 Disclosure of complaints****1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman**

Sr. No	Particulars	As at March 31, 2025	As at March 31, 2024
<b>Complaints received by the NBFC from its customers</b>			
1.	Number of complaints pending at beginning of the year	-	-
2.	Number of complaints received during the year	56	7
3.	Number of complaints disposed during the year	56	7
3.1	Of which, number of complaints rejected by the NBFC	22	-
4.	Number of complaints pending at the end of the year	-	-
Maintainable complaints received by the NBFC from Office of Ombudsman			

Sr. No	Particulars	As at March 31, 2025	As at March 31, 2024
5*	Number of maintainable complaints received by the NBFC from Office of Ombudsman	28	3
5.1.	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	28	3
5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6*	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

Note: Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambit of the Scheme.

\* It shall only be applicable to NBFCs which are included under The Reserve Bank - Integrated Ombudsman Scheme, 2021



2) Top five grounds<sup>2</sup> of complaints received by the NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
<b>As at March 31, 2025</b>					
Mis-Selling	-	-	0%	-	-
Loans and advances	-	40	700%	-	-
Recovery agents/Direct Sales Agents	-	2	200%	-	-
Credit information related	-	9	900%	-	-
Others	-	5	400%	-	-
<b>Total</b>	-	<b>56</b>	<b>700%</b>	-	-
<b>As at March 31, 2024</b>					
Mis-Selling	-	-	-100%	-	-
Loans and advances	-	5	500%	-	-
Staff behaviour	-	1	100%	-	-
Others	-	1	100%	-	-
<b>Total</b>	-	<b>7</b>	<b>600%</b>	-	-

<sup>2</sup> The list of grounds of complaints given below are indicative only.

1. Credit Cards
2. Difficulty in operation of accounts
3. Mis-selling
4. Recovery Agents/ Direct Sales Agents
5. Loans and advances
6. Levy of charges without prior notice/ excessive charges/ foreclosure charges
7. Non-observance of fair practices code
8. Staff behaviour
9. Facilities for customers visiting the office/ adherence to prescribed working hours, etc.
10. Others



47. Regulatory disclosures - RBI (Continued)

47.6 Disclosures in Financial Statements - As per the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023:

47.6.4 A) Corporate governance

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Paragraph C of Schedule V - Annual Report) as amended from time to time, specifies disclosures to be made in the section on the corporate governance of the Annual Report. With respect to the corporate governance report, non-listed NBFCs should also endeavor to make full disclosure in accordance with the requirement of SEBI (LODR) Regulation, 2015. Non-listed NBFCs at the minimum should disclose following under the corporate governance section of the annual report.

1) Composition of the Board

Sl. No	Name of Director	Director since	Capacity (i.e.Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	DIN	Number of Board Meetings		No. of other Director ships	Remuneration			No. of shares held in and convertible instruments held in the NBFC
					Held	Attended		Salary and other compensation	Sitting Fee	Commission	
1	Mr. Pirojsha Godrej	25-08-2021	Non – Executive Director & Chairperson	00432983	4	4	14 (incl. this company)	-	-	-	1 (Nominee of Godrej Capital Limited)
2	Mr. Hemant Adarkar	27-10-2022	Independent Director	03127893	4	4	6 (incl. this company)	-	18 Lakhs	-	-
3	Ms. Anisha Motwani	09-01-2023	Independent Director	06943493	4	4	9 (incl. this company)	-	25 Lakhs	For FY 2023-24: Rs. 8 Lakhs (paid in FY 2024-25) For FY 2024-25: Rs. 5 Lakhs* (to be paid in FY 2025-26)	-
4	Mr. Manish Shah	25-08-2021	Non – Executive Director	06422627	4	4	4 (incl. this company)	-	-	-	-

\*Recommended by Board for approval of Members at the ensuing 34th Annual General Meeting

Note: The Board of Directors of Company have appointed Mr. Pankaj Gupta as Managing Director & Chief Executive Officer w.e.f. May 5, 2025, subject to approval of shareholders at the AGM.

Details of change in composition of the Board during the current and previous financial year.

Current Financial Year- (2024-25)

During the current financial year, there was no change in the composition of the Board.

Previous Financial Year (2023-24)

During the previous financial year, there was no change in the composition of the Board.

Where an independent director resigns before expiry of her/ his term, the reasons for resignation as given by her/him shall be disclosed.- Not Applicable

Details of any relationship amongst the directors: Not Applicable

2) Committees of the Board and their composition

i.Mention the names of the committees of the Board.

Name of the Committee	Summarized Terms of Reference
Audit Committee	Required under Section 177 of Act, Chapter VA - Regulation 62F of Listing Regulations and Paragraph 94.1 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. It reviews and recommends all matters related to financials, auditors, compliances/regulatory matters, related party transaction review & approval, appointment of CFO, internal controls, review of frauds, valuation of assets, oversee vigil mechanism, risk assessment, scrutiny of loans and investments and other matters incidental thereto.
Nomination & Remuneration Committee	Required under Section 178 of the Act, 2013, Chapter VA - Regulation 62G of Listing Regulations and Paragraph 94.2 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. It reviews and recommends all matters related to Director / Key Management Person appointment, tenure, review of performance & pay and exit including those prescribed under Paragraph 99 of Directions, grant of ESOPs and other incidental matters. It also reviews compliance with fit & proper criteria for Directors and annual declaration to compliance by Directors, due diligence at the time of initial appointment, formulation of criteria for evaluation of Board and matters incidental thereto.
Risk Management Committee	Required under Paragraph 39 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and Chapter VA - Regulation 62I of Listing Regulations, as amended and undertakes all matters prescribed for its working therein. Among other things it quarterly reviews risk which impact the organization and actions taken to mitigate them, asset quality of loans extended, credit performance, portfolio performance, appointment and removal of Chief Risk Officer, etc.
IT Strategy Committee	Required under Paragraph 6 of Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 as amended and undertakes all matters prescribed for its working therein. It reviews working of IT Steering Committee & Information Security Committee and matters related to Information Technology such as Information Security and business continuity, review of cyber security risks, disaster recovery, arrangements and preparedness.
Customer Service Committee (Erstwhile Grievance Redressal Committee)	Required as per Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 read with Master Direction - Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. The Committee has been constituted to ensure that all matters related to customer & their grievances are regularly reviewed, matters related to Internal Ombudsman, recommend measures to minimize complaints emergence and review communication channels.
Asset Liability Management Committee	Required under Annex VI of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 as amended and undertakes all matters prescribed for its working therein. It deals with all matters related to Asset-Liability and matters prescribed under Board approved Asset-Liability Management Policy and Borrowing & Investment Policy and as per board approved Terms of Reference of the Committee. Asset Liability Management Committee reports to Risk Management Committee.
Credit Committee	The Committee has been constituted to take decisions relating to credit. Among other things committee approves cases above defined limit, reviews subsidiary credit policies, manual, products deviations, conduct due diligence of proposed default loss guarantee provider etc. It reviews working of Product Committee.



Borrowing & Investment Committee	This committee has been constituted to enable decisions with respect to borrowing & investments of the Company. The decisions are governed as per Board approved Borrowing & Investment policy of the Company.
IT Steering Committee	Required under Paragraph 7 of Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 for the NBFC Sector and undertakes all matters prescribed for its working therein. It reviews inter alia matters related to Information Technology such as Information Security, business continuity, unusual or critical cyber security incidents, IT resources allocation. IT Steering Committee reports to IT Strategy Committee.
Internal Committee (constituted as per the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013)	Required under Section 4 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and undertakes all matters prescribed for its working therein. It conducts inquiry into complaints, formulates programmes, spreads awareness, keeping records of all complaints, action taken, maintaining confidentiality of IC proceedings, findings, conciliation and comply with all reporting and filing requirements.
Whistleblower Committee (under Vigil Mechanism)	Required under Section 177 of the Act and undertakes all matters prescribed for its working therein. It takes decisions with respect to whistle blower complaints and matters incidental thereto. Whistleblower Committee will report to the Audit Committee.
Product Committee	Required as per RBI notification on Compliance Function and Role of Chief Compliance Officer (CCO) – NBFCs dated April 11, 2022 and undertakes all matters prescribed for its working therein. It approves new products, changes in existing products and reviews their performance. Product Committee reports to Credit Committee.
Information Security Committee	Required as per Paragraph 24(b) of RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 as amended and undertakes all matters prescribed for its working therein. It undertakes development / implementation of information cyber security policies, approving and monitoring information security projects and security awareness initiatives, reviewing cyber incidents etc. Information Security Committee reports to IT Strategy Committee.
Corporate Social Responsibility Committee	Required under Section 135 of the Act and undertakes all matters prescribed for its working therein. It formulates and recommend CSR Policy and incidental matters thereto to the Board, monitor the implementation of policy, formulate and review the implementation of action plan, review sustainability report and other matters.
Stakeholders Relationship Committee	Required under Chapter VA - Regulation 62H of Listing Regulations and undertakes all matters prescribed for its working therein. It specifically looks into various aspects of interest of shareholders, debenture holders and other security holders such as resolving grievances, effective exercise of voting rights, review of measures and initiatives and other incidental matters.
Willful Defaulter Identification Committee (WDIC)	Required as per RBI Master Direction on Treatment of Willful Defaulters and Large Defaulters, dated July 30, 2024 and undertakes all matters prescribed for its working therein. It reviews default borrowers having outstanding balance over Rs. 25 lakhs, determine willful defaulters, recommendations to Willful Defaulter Review Committee, issuance of show cause notice and the committee reports to Willful Defaulter Review Committee.
Willful Defaulter Review Committee (WDRC)	Required as per RBI Master Direction on Treatment of Willful Defaulters and Large Defaulters, dated July 30, 2024 and undertakes all matters prescribed for its working therein. It reviews recommendation of Willful Defaulter Identification Committee with respect to any willful default, pass order for designating account as willful defaulter, advise further course of action.
Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF")	Required as per RBI Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies), dated July 15, 2024 and undertakes all matters prescribed for its working therein. It oversee effectiveness of fraud risk management, monitor cases of frauds, root cause analysis, mitigating measures, strengthening internal controls, risk management framework and minimising the incidence of frauds, reviews categories/trends of frauds, industry/sectoral/ geographical concentration of frauds, delay in detection/classification of frauds, examination/conclusion of staff accountability and issuance of detailed Show Cause Notice to those against whom allegation of fraud is being examined and pass reasoned order in this regard.



ii. For each committee, mention the summarized terms of reference and provide the following details.  
Terms of reference of each committee provided at 2 (i)

**Audit Committee**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Ms. Anisha Motwani	09-01-2023	Independent Director & Chairperson of Committee	5	5	-
2	Mr. Hemant Adarkar	09-01-2023	Independent Director	5	5	-
3	Mr. Manish Shah	09-01-2023	Non-Executive Director	5	5	-

**Nomination And Remuneration Committee**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Hemant Adarkar	09-01-2023	Independent Director & Chairperson of Committee	2	2	-
2	Ms. Anisha Motwani	09-01-2023	Independent Director	2	2	-
3	Mr. Manish Shah	09-01-2023	Non-Executive Director	2	2	-

**Risk Management Committee**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Ms. Anisha Motwani	09-01-2023	Independent Director & Chairperson of Committee	4	4	-
2	Mr. Manish Shah	27-10-2022	Non-Executive Director	4	4	-
3	Mrs. Shalinee Mimani	27-10-2022	CRO (Chief Risk Officer)	4	4	-

**IT Strategy Committee**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Hemant Adarkar	27-10-2022	Independent Director & Chairperson of Committee	4	4	-
2	Ms. Anisha Motwani	09-01-2023	Independent Director	4	4	-
3	Mr. Manish Shah	23-01-2024	Non-Executive Director	4	4	-
4	Mrs. Jyothiratha B.	27-10-2022	CTO (Chief Technology Officer)	4	4	-

**Customer Service Committee (Erstwhile Grievance Redressal Committee)**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Ms. Anisha Motwani	09-01-2023	Independent Director & Chairperson of Committee	4	4	-
2	Mr. Manish Shah	27-10-2022	Non-Executive Director	4	4	-
3	Mr. Pankaj Gupta	27-10-2022	CEO (Chief Executive Officer)	4	4	-

**Asset Liability Management Committee**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Pankaj Gupta	09-11-2022	CEO & Chairperson of the Committee	13	13	-
2	Mr. Manish Shah	11-05-2022	Non-Executive Director	13	13	-
3	Mr. Kunal Karnani	11-05-2022	CFO (Chief Financial Officer)	13	13	-
4	Mr. Gaurav Tanna	29-01-2025	Chief Credit & Operations Officer	2	2	-

**Credit Committee**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Pirojsha Godrej	27-10-2022	Non - Executive Director & Chairperson of the Committee	12	-	1 (Nominee of Godrej Capital Limited)
2	Mr. Manish Shah	27-10-2022	Non-Executive Director	12	12	-
3	Mr. Pankaj Gupta	27-10-2022	CEO (Chief Executive Officer)	12	12	-
4	Mrs. Shalinee Mimani	27-10-2022	CRO (Chief Risk Officer)	12	12	-



**Willful Defaulter Review Committee (WDRC)\***

Sl. No	Name of Director	Member of Committee since	Capacity (i.e.Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Pankaj Gupta	22-10-2024	CEO & Chairperson of the Committee	1	1	-
2	Mr. Manish Shah	22-10-2024	Non-Executive Director	1	1	-
3	Mr. Hemant Adarkar	22-10-2024	Independent Director	1	1	-
4	Ms. Anisha Motwani	22-10-2024	Independent Director	1	1	-

\*Committee was constituted on October 22, 2024

**Special Committee of the Board for Monitoring and Follow-up of cases of Frauds\* (SCBMF)\***

Sl. No	Name of Director	Member of Committee since	Capacity (i.e.Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Pankaj Gupta	22-10-2024	CEO & Chairperson of the Committee	1	1	-
2	Ms. Shalinee Mimani	22-10-2024	Chief Risk Officer	1	1	-
3	Mr. Ripudaman Singh	22-10-2024	Head – Collections, Legal & FCU	1	1	-

\*Committee was constituted on October 22, 2024

**3)General Body Meetings**

Sr. No	Type of Meeting (Annual / Extra-Ordinary)	Date and Place	Special Resolutions Passed
1	Annual General Meetings	May 21, 2024 at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079	1.Payment of commission to Independent Director(s) of the Company 2.Increase in the Borrowing limits of the Company 3.Authorizing the Board to mortgage/create charge on the assets 4.Issuance of Non-Convertible Debentures under Private Placement Basis

**4) Details of non-compliance with requirements of Companies Act, 2013**

As of 31st March 2025, Company is in compliance with requirements of Companies Act, 2013, including with respect to compliance with accounting and secretarial standards.

**5) Details of penalties and strictures**

As of 31st March 2025, No Penalties are levied on the Company.

**6) Breach of covenant**

There are no instances of breach of covenant of loan availed or debt securities issued.

**7) Remuneration of Directors**

There were no pecuniary relationship/transactions of any of the Non-Executive Directors with the Company apart from sitting fees and commission paid to Independent Directors.

**8) Divergence in Asset Classification and Provisioning**

No Divergence in asset classification and provisioning has been observed and neither conditions are satisfied:

- a) the additional provisioning requirements assessed by RBI exceeds 5 percent of the reported profits before tax and impairment loss on financial instruments for the reference period,  
b) the additional Gross NPAs identified by RBI exceeds 5 per cent of the reported Gross NPAs for the reference period.

Sr.	Particulars	Amount
1	Gross NPAs as on March 31, 2025 as reported by the NBFC	NA
2	Gross NPAs as on March 31, 2025 as assessed by the Reserve Bank	
3	Divergence in Gross NPAs (2-1)	
4	Net NPAs as on March 31, 2025 as reported by the NBFC	
5	Net NPAs as on March 31, 2025 as assessed by the Reserve Bank	
6	Divergence in Net NPAs (5-4)	
7	Provisions for NPAs as on March 31, 2025 as reported by the NBFC	
8	Provisions for NPAs as on March 31, 2025 as assessed by the Reserve Bank	
9	Divergence in provisioning (8-7)	
10	Reported Profit before tax and impairment loss on financial instruments for the year ended March 31, 2025	
11	Reported Net Profit after Tax (PAT) for the year ended March 31, 2025	
12	Adjusted (notional) Net Profit after Tax (PAT) for the year ended March 31, 2025 after considering the divergence in provisioning	



**Godrej Finance Limited**

**Notes to the financial statements for the year ended March 31, 2025 (Continued)**

(Currency : Indian Rupees in lakhs)

**47.6 Regulatory disclosures - RBI (Continued)**

**47.6.5 Disclosures in Financial Statements - As per the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale based Regulation) Directions, 2023:**

**Loans to Directors, Senior Officers and relatives of Directors**

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Directors and their relatives	-	-
Entities associated with directors and their relatives	-	-
Senior Officers and their relatives	-	-

**47.6.6 Disclosures pursuant to Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs dated October 22, 2021 - DOR.CRE.REC.No.60/03.10.001/2021-22**

- i) Corporate Governance report containing composition and category of directors, shareholding of non-executive directors, etc. - Refer Note 47.6.4
- ii) Disclosure on modified opinion, if any, expressed by auditors, its impact on various financial items and views of management on audit qualifications. - Not applicable
- iii) Items of income and expenditure of exceptional nature- Not applicable
- iv) Breaches in terms of covenants in respect of loans availed by the NBFC or debt securities issued by the NBFC including incidence/s of default. - Refer Note 47.6.4
- v) Divergence in asset classification and provisioning above a certain threshold to be decided by the Reserve Bank. - Refer Note 47.6.4



**Godrej Finance Limited**

Notes to the financial statements for the year ended March 31, 2025

(Currency : Indian Rupees in lakhs)

**47. Regulatory disclosures - (Continued)****47.7 Additional Disclosures**

The Company has not granted any loans against collateral of gold jewellery during the year (Previous Year: Nil) and consequently no gold loan auction has been carried out.

There are no adverse comments during the year on the Company made in writing by the Bank or RBI on regulatory compliances with a specific communication to disclose the same to public (Previous Year: Nil).

The Company has not issued any structured products during the year.

No loan extended by the Company has been restructured under moratorium offered under Covid.

No dividend has been declared by the Company.

**47.8 Details of segment wise income from insurance partners as required by Insurance Regulatory and Development Authority of India (IRDAI) are as below:**

Particulars	For the Year ended	
	March 31, 2025	March 31, 2024
<b>(i) Income from Insurance intermediation</b>		
Commission Income - Life Insurance	3,876.22	868.41
Commission Income - Health Insurance	2,874.74	1,093.85
Commission Income - Others	0.21	-

The Company received Corporate Agency License from Insurance Regulatory Development Authority of India (IRDAI) on October 17<sup>th</sup>, 2023. The Company entered into agreements with various insurance partners as corporate agent and received commission income during the year as disclosed above.

**48. The previous period/year figures, which are considered to be immaterial, have been reclassified/regrouped to conform to the figures of the current period/year.**

As per our report of even date attached  
For Batliboi & Purohit  
Chartered Accountants  
Firm Registration No.: 101048W

**Kaushal Mehta**  
Partner  
Membership No: 111749  
Place: Mumbai  
Date: May 05, 2025



For and on behalf of the Board of Directors  
Godrej Finance Limited  
CIN: U67120MH1992PLC065457

**Manish Shah**  
Non-Executive Director  
DIN: 06422627  
Place: Mumbai  
Date: May 05, 2025

**Kunal Karnani**  
Chief Financial Officer  
Place: Mumbai  
Date: May 05, 2025

**Pankaj Gupta**  
Managing Director & CEO  
DIN: 10891578  
Place: Mumbai  
Date: May 05, 2025

**Chunni Singh**  
Company Secretary  
Place: Mumbai  
Date: May 05, 2025

