



## Notice to the Members of Godrej Finance Limited

**NOTICE** is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Godrej Finance Limited (“the Company”), is scheduled to be held on Friday, August 25, 2023 at 11 a.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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### **SPECIAL BUSINESS:**

#### **1. Alteration of the Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, approval of the Members be and is hereby accorded for amendment of the Memorandum of Association of Company by insertion of following clause 3 under clause III(A) in the existing set of Memorandum of Association of the Company:

*3. To carry on the business or render services as Insurance Intermediary including Corporate Agent and/or Broker of the Insurance Companies and to sell/distribute/market/solicit/procure all or any type of the Insurance Policies/Products or any other products offered by the Insurance Companies, on the basis of a commission, remuneration, fees or such mode as is allowed by competent authority.*

**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded for amendment of the Memorandum of Association of Company by deletion of following clause 36A under clause III(B) in the existing set of Memorandum of Association of the Company:

*36A. To carry on the business or render services as Insurance Intermediary including Corporate Agent and/or Broker of the Insurance Companies and to sell/distribute/market/solicit/procure all or any type of the Insurance Policies/Products or any other products offered by the Insurance Companies, on the basis of a commission, remuneration or fees.*

**RESOLVED FURTHER THAT** by virtue of aforesaid insertion and deletion, remaining clauses viz. clause 3 to 62 be and are hereby renumbered as clause 4 to 63.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors, and / or Chief Executive Officer, and / or Company Secretary and / or the Chief Financial Officer of the Company/ or Mr. Yogesh Jain, 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.



**Place:** Mumbai  
**Date:** August 24, 2023

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

**Sd/-  
Heer Jayesh Parekh  
Company Secretary  
Membership No.: A66692**

**Registered Office:**

Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East),  
Mumbai 400 079.

CIN: U67120MH1992PLC065457  
Tel No.: 022-68815555



## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office/Corporate Office of the Company not less than FORTY-EIGHT HOURS before the EGM.
2. Members who are body corporate(s) intending to appoint their authorized representative(s) to attend the EGM are requested to send to the Company, a certified copy of the resolution of its Board of Directors / other governing body authorizing their representative(s) to attend and vote on their behalf at the EGM, pursuant to Section 113 of the Companies Act, 2013 (“the Act”)
3. Consent of the Members is being obtained for convening meeting at shorter notice.
4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the EGM and are requested to write their Client ID and DP ID in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting area.
5. In case of joint holders attending the EGM, if any, only such joint holder who is higher in the order of names will be entitled to vote.
6. Route map for reaching the EGM Venue is enclosed herewith.
7. An Explanatory Statement as required under section 102(1) of the Act and under other provisions and rules as may be applicable setting out material facts in respect of special business as set out in the Notice is annexed hereto.
8. The Registrar and Share Transfer Agents of the Company are Kfin Technologies Limited having their office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, Tel. No.: 040 6716 2222, Email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
9. The Notice of EGM is available on the website of the Company at <https://www.godrejcapital.com/gf/products.html>.
10. Relevant documents referred to in the EGM Notice will be kept open for inspection for the members from the date of dispatch of the Notice up to and including the date of the EGM at the EGM venue. The documents can be inspected at the registered office of the Company on any working day, between 10:00 a.m. (IST) to 1:00 p.m. (IST).
11. The Resolution shall be deemed to be passed on the date of the EGM i.e., on Friday, August 25, 2023 subject to receipt of the requisite number of votes in favour of the respective Resolution.
12. Manner of Voting during the EGM shall be through show of hands, unless a poll is demanded.



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

**Item no. 1**

The Company proposes to undertake business or render services as an Insurance Intermediary including Corporate Agent and to sell/distribute/market/solicit/procure all or any type of the Insurance Policies/Products or any other products offered by the Insurance Companies, on the basis of a commission, remuneration or fees.

Accordingly, to enable the Company to undertake this business, the Board had at its meeting held on May 4, 2023 approved amendment of the object clause of the Memorandum of Association (MOA) by inserting an enabling clause under "Objects incidental or ancillary to the attainment of the main objects".

The above amendment was also approved by members at the Annual General Meeting of the Company held on May 22, 2023.

The Board had vide Circular resolution dated June 5, 2023, granted approval for registration of the Company as Corporate agent with Insurance Regulatory and Development Authority of India (IRDAI) and authorised various personnel for making an application to IRDAI in this regard.

Accordingly, the Company had on July 24, 2023 submitted application to IRDAI for registration of the Company as Corporate agent.

IRDAI has via its email dated August 21, 2023 inter alia advised Company to add the enabling clause under "*Main objects of the Company to be pursued by the Company on its incorporation*" instead of "*Objects incidental or ancillary to the attainment of the main objects*".

It is therefore proposed to amend the object clause of the MOA by addition of below enabling clause under "*Main objects of the Company to be pursued by the Company on its incorporation*" and deletion of the enabling clause from "*Objects incidental or ancillary to the attainment of the main objects*":

*"To carry on the business or render services as Insurance Intermediary including Corporate Agent and/or Broker of the Insurance Companies and to sell/distribute/market/solicit/procure all or any type of the Insurance Policies/Products or any other products offered by the Insurance Companies, on the basis of a commission, remuneration, fees or such mode as is allowed by competent authority."*

Pursuant to Section 13 of the Companies Act, 2013 ("Act"), the consent of the Members of the Company by way of a special resolution is required for amendment of the MOA of the Company.

Draft of the altered MOA is available for inspection of the members from the date of dispatch of the Notice up to and including the date of the EGM at the EGM venue.

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



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

**Place:** Mumbai

**Date:** August 24, 2023

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

**Sd/-**

**Heer Jayesh Parekh**

**Company Secretary**

**Membership No.: A66692**



**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: \_\_\_\_\_



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the members of Godrej Finance Limited to be held on Friday, August 25, 2023 at 11 a.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Type of resolution (Ordinary / Special)
1.	Alteration of the Memorandum of Association of Company.	Special

Affix Re.  
1/- revenue  
stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

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

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

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



### ATTENDANCE SLIP

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

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

I/We hereby record my/our presence at the **EXTRA-ORDINARY GENERAL MEETING** of the members of the Company on Friday, August 25, 2023 at 11 a.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 EGM VENUE

