



Notice to the Members of Godrej Finance Limited

NOTICE is hereby given that the Extraordinary General Meeting ('EGM') of the Members of Godrej Finance Limited ('The Company'), will be held on Tuesday, December 6, 2022, at 11:30 a.m. at shorter notice at the registered office of the Company situated at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079 to transact the following business:

SPECIAL BUSINESS:

1. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of 61(1)(a), 64(1) 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 the Rules framed there under and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies and in accordance with the provisions of Articles of Association of the Company, consent of Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 1000,00,00,000/- (Rupees One Thousand Crores only) divided into 100,00,00,000 (One Hundred Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores) divided into 200,00,00,000 (Two Hundred Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each by creation of new 100,00,00,000 (One Hundred Crore) Equity Shares Rs. 10/- (Rupees Ten only) each, ranking *pari-passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or the Chief Financial officer and / or the Company Secretary of the Company/or Mr. Yogesh Jain, Head – Compliance, be and are hereby severally authorized to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Director or the Company Secretary or the Chief Financial Officer of the Company be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly."



2. ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY CONSEQUENT TO CHANGE IN STRUCTURE OF AUTHORISED SHARE CAPITAL OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14, 61 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 the Rules framed there under provisions of Articles of Association of the Company and consequent upon increase in Authorised Share Capital of the Company from existing Rs. Rs. 1000,00,00,000/- (Rupees One Thousand Crores only) to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores), consent of the members of the Company be and is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company by deletion of the same and substituting in place thereof the following new Clause V:

V. "The Authorised Share Capital of the Company is Rs. 2000,00,00,000 (Rupees Two Thousand Crores) divided into 200,00,00,000 (Two Hundred Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT consent of the members of the Company is also accorded to alter the existing Clause 4. a) of the Articles of Association of the Company by deletion of the same and substituting in place thereof the following New Clause 4. a):

4. a). "The Authorised Share Capital of the Company is Rs. 2000,00,00,000 (Rupees Two Thousand Crores) divided into 200,00,00,000 (Two Hundred Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or Company Secretary and / or the Chief Financial Officer of the Company/ or Mr. Yogesh Jain, Head – Compliance, be and are hereby severally authorised to make necessary changes in the capital clause V of the Memorandum of Association and Clause 4. a) of the Articles of Association of the Company, to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Director or the Company Secretary or the Chief Financial Officer of the Company be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly."



3. INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180 (1) (C) OF COMPANIES ACT, 2013

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 provisions of Sections 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the 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 of Directors of the Company or person(s), authorised to exercise the powers conferred on the Board of Directors 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. 6000,00,00,000 (Rupees Six Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or the Chief Financial officer and / or the Company Secretary of the Company/or Mr. Yogesh Jain, Head – Compliance, be and are hereby severally authorized to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Director or the Company Secretary or the Chief Financial Officer of the Company be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

4. 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, UNDER SECTION 180 (1) (A) OF COMPANIES ACT, 2013

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 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 be and is accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include Borrowing & Investment Committee constituted by the Board of Directors of the Company or person(s), authorised to exercise the powers conferred on the Board of Directors by this resolution), to provide/furnish such security(ies) to bank(s)/lender(s)/financial institution(s)/debenture/security trustee(s) for availing various credit/loan facility(ies), as may be required, from time to time, on both the movable and immovable property(ies) of the Company for an aggregate amount not exceeding a sum of Rs. 6000,00,00,000 (Rupees Six Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or the Chief Financial officer and / or the Company Secretary of the Company/or Mr. Yogesh Jain, Head – Compliance, be and are hereby severally authorized to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Director or the Company Secretary or the Chief Financial Officer of the Company be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

5. ISSUE OF NON-CONVERTIBLE DEBENTURES ON 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”) read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the provisions of the Memorandum and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 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 be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include Borrowing & Investment Committee constituted by the Board of Directors of the Company or person(s), authorised to exercise the powers conferred on the Board of Directors by this resolution), to create/offer/issue/allot up to such number of non-convertible debentures (NCDs), under private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security, such that the aggregate principal amount of such NCDs does not exceed Rs. 2000,00,00,000 (Rupees Two Thousand Crores only), during the period of one year from the date of shareholders’ approval for issue of NCDs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or the Chief Financial officer and / or the Company Secretary of the Company/or Mr. Yogesh Jain, Head – Compliance, be and are hereby severally authorized to finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, to settle any question, difficulty or doubt that may arise in respect of this resolution, to delegate all or any of the above powers to any Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a copy of the foregoing Resolution certified to be true by any of the Director or the Company Secretary or the Chief Financial Officer of the Company be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

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

**Sd/-
Ms. Heer Jayesh Parekh
Company Secretary
ACS 66692**



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 OF THE COMPANY. Proxies, to be effective, must be received at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the EGM.
2. Members who are body corporate(s) intending to appoint their authorised representative(s) to attend the EGM are requested to send to the Company on gc.secretarial@godrejcapital.com a certified copy of the resolution of its Board of Directors / other governing body authorising 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. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the Meeting and are requested to write their Client ID and DP ID on the Slip.
4. In case of joint holders attending the Meeting, if any, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Meeting will be convened at shorter notice, after obtaining the consent electronically, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Act and the Secretarial Standard issued by the Institute of Company Secretaries (ICSI).
6. An Explanatory Statement as required by section 102(1) of the Act and under other provisions and rules as may be applicable setting out material facts, in respect of all special business as set out in the Notice is annexed hereto.
7. The Registrar and Share Transfer Agents of the Company are Kfin Technologies Private 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.
8. In compliance with Circulars issued by the MCA and owing to the difficulties involved in dispatching of physical copies, the NOTICE of EGM is being sent in electronic mode to Members whose e-mail address(es) are registered with the Company, or the Depository Participant(s) and no physical copies will be dispatched to the Members. Therefore, Members are requested and encouraged to register/update their email addresses, with their Depository Participants.
9. The Registers and relevant documents required to be kept open for inspection in accordance with the provisions of the Act and in connection with the resolutions proposed in the Notice, will be made available for inspection by the Members during the EGM.
10. Members are requested to note that the resolutions set out in the Notice will be decided through show of hands or by conducting poll, in case demanded by the Members.
11. Route map for reaching the EGM Venue is enclosed herewith.



12. The Resolution shall be deemed to be passed on the date of the Meeting, i.e., December 6, 2022 subject to receipt of the requisite number of votes in favour of the Resolutions.

Place: Mumbai

Date: December 2, 2022

Registered Office:

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

CIN: U67120MH1992PLC065457

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

**Sd/-
Ms. Heer Jayesh Parekh
Company Secretary
ACS 66692**



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

Item No. 1 and 2

To meet the growth objectives and to strengthen the financial position, the Company intends raise capital and proposes increase its Authorized Capital.

Considering that the Company is expecting infusion of up to Rs. ~1000 Crores during Financial year 2022-23 and the current Paid up share capital of the Company is Rs. ~555 Crores, it is proposed to increase the Authorised Share Capital of the Company to a limit where it would be able to accommodate future capital infusions.

The Board of Directors at their meeting held on November 9, 2022, subject to approval of members, proposed to increase the Authorised Share Capital of the Company from existing Rs. 1000 Crores (Rupees One Thousand Crores only) to Rs. 2000 Crores (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 by creation of new 100,00,00,000 (One Hundred Crore) Equity Shares Rs. 10/- each, ranking pari-passu with the existing equity shares of the Company.

Further, the increase in the Authorised Share Capital of the Company will also require consequential amendment to the Clause V of the Memorandum of Association and Clause 4. a) of Articles of Association of the Company.

Pursuant to Section 61 of the Companies Act, 2013, increase in Authorised Share Capital of the Company requires approval of the Members of the Company by way of passing an Ordinary Resolution and pursuant to Section 13 and 14 of the Companies Act, 2013, consequent alteration of the Capital Clause V of the Memorandum of Association and clause 4 (a) of the Articles of Association upon increase in Authorised Share Capital of the Company requires approval of the Members of the Company by way of passing an Special Resolution to that effect.

Draft altered Memorandum of Association and altered Article of Association shall be made available for inspection to any member upon a request received from him / her.

The Board of Directors of the Company hereby recommend the Ordinary resolution and Special resolution proposed as Resolution Nos. 1 and 2 respectively for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolutions except to the extent of their shareholding in the Company, if any.



Item No. 3

The Members of the Company had at the 31st Annual General Meeting (AGM) of the Company held on May 25, 2022, granted their approval to the Board of Directors of the Company to borrow funds for the Company, 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.4000 Crores.

The members are requested to note that 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 November 9, 2022, have proposed to increase overall borrowing limits of the Company from Rs. 4000 Crores to Rs. 6000 Crores, subject to approval of the Members of the Company under Section 180(1)(c) of the Companies Act, 2013.

Members are requested to note that in terms of Section 180(1)(c) of the Act, prior approval of the members of the company by way of special resolution is required to empower the Board of Directors to borrow monies together with the monies already borrowed, in excess of the aggregate of its paid-up share capital, free reserves and securities premium account.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 180(1)(c) of the Act to enable the Company to borrow funds in excess of its paid-up share capital, free reserves and securities premium account subject to the condition that the money or monies to be borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) together with the monies already borrowed and outstanding, does not, at any point in time, exceed Rs. 6000 crores, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company, for the time being.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Serial No. 3 of the EGM Notice.

The Board recommends the resolution set out at Serial No. 3 of the EGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Item No. 4

The Members be informed that Section 180(1)(a) of the Companies Act, 2013 provides for the Board of Directors' power to sell, lease, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The proposal for increasing the borrowing limit of the Company to Rs. 6000 Crores is placed at Item No. 3 for the approval of the members. Accordingly, for the purpose of securing the



borrowing to be availed by the Company from time to time, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company and since the said power falls within the purview of the members, it is proposed to seek approval of members for creation of charge on the assets of the Company up to the limit of Rs. 6,000 Crores.

The Board recommends the resolution set out at Serial No. 4 of the Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Serial No. 4 of the Notice.

Item No.5

The Members of the Company had at the 31st Annual General Meeting (AGM) of the Company held on May 25, 2022, granted their approval 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 at the 31st AGM, does not exceed Rs. 1,000 crores.

Members are requested to note that 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 November 9, 2022, 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. 5 of the EGM Notice, does not exceed Rs. 2,000 crores and further proposed to authorize the Borrowing & Investment Committee to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc., subject to the approval of the Members of the Company.

Members are requested to note that in terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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 Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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 Serial No. 5 of the EGM Notice, does not exceed Rs. 2000 crores.

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

1	Particulars of the offer including date of passing of Board resolution	Secured or Unsecured Redeemable NCDs whether cumulative and/ or non-cumulative for an amount not exceeding in aggregate Rs. 2000,00,00,000 (Rupees Two Thousand Crores only), in one or more tranches on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board/Borrowing and Investment Committee/other Committee, duly authorised by the Board. Date of passing Board Resolution: November 9, 2022.
2	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured 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/other Committee duly authorised by the Board.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, price will be determined by the Board/ Borrowing and Investment Committee/other Committee duly authorised by the Board in accordance with the prevailing market conditions at the time of issue.
4	Name and address of valuer who performed valuation	Not applicable in case of NCDs.
5	Amount which the company intends to raise by way of such securities	Rs. 2000,00,00,000 (Rupees Two Thousand Crores only).
6	Material terms of raising such securities	Since the issuance would be in one or more tranches, material terms will be determined by the Board/ Borrowing and Investment Committee/other Committee duly authorised by the Board, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable law for the time being in force.

7	Proposed time schedule	One year from the date of passing of shareholders approval.
8	Purposes or objects of offer	The funds raised through this issue will be utilized for various financing activities, onward lending, to repay our existing indebtedness, working capital and general corporate purposes (such as investments for liquidity and statutory requirements, capital expenditure, revenue expenditure etc.) of the Company.
9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
10	Principle terms of assets charged as securities	Secured by way of pari-passu charge in favour of debenture trustee on the Standard Assets/ receivables, and cash & cash equivalents to the extent required to maintain Asset Cover of 100% of debenture outstanding. 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 as 100%.

The Board recommends the resolution set out at Serial No. 5 of the EGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Serial No. 5 of the EGM Notice.

Place: Mumbai

Date: December 2, 2022

Registered Office:

Godrej One, Pirojshanagar, Eastern Express

Highway, Vikhroli (East), Mumbai 400 079

CIN: U67120MH1992PLC065457

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

Sd/-

Ms. Heer Jayesh Parekh

Company Secretary

ACS 66692



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]

Venue of the meeting: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

Date & Time: December 6, 2022, at 11:30 a.m.

Name & No. of shares held	
Address	
DP Id* & Client Id*	
Folio No	

*Applicable for investors holding shares in electronic form.

I/We being a member/members of Godrej Finance Limited hereby holding _____ shares, hereby appoint

1. Name _____ Address _____
_____ Email ID _____ or failing him;
2. Name _____ Address _____
_____ Email ID _____ or failing him;
3. Name _____ Address _____
_____ Email ID _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on December 6, 2022, at 11:30 a.m. at the registered office of the Company situated at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 and at any adjournment(s) thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	Type of resolution (Ordinary / Special)
1.	Increase in Authorised Share Capital of the Company;	Ordinary
2.	Alteration of Memorandum of Association and Articles of Association of the Company;	Special
3.	Increase in the Borrowing Powers of the Board of Directors of the Company under Section 180 (1) (c) of Companies Act, 2013	Special
4.	Authorizing the Board of Directors to sell, lease, create charge etc. over the assets of the Company to secure the credit/loan facilities to be availed by the Company,	Special
5.	Issue of Non-Convertible Debentures on Private Placement Basis	Special

Signed this _____ day of _____ 2022

Affix Revenue Stamp Rs.1

Signature of the Member

Notes: The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, on or before the commencement for the meeting. The Proxy need not be a Member of the Company.



ATTENDANCE SLIP
Extraordinary General Meeting
(to be handed over at the Registration Counter)

I/We hereby record my/our presence at the Extraordinary General Meeting of Godrej Finance Limited held on December 6, 2022, at 11:30 a.m. at the registered office of the company situated at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

Name of the Member:	
Name of the proxy:	
Regd. Folio No/ DP Id & Client Id:	
No. of shares held	
Signature of Shareholder/ Proxy/ Authorised Representative	

Notes:

1. Only Member/Proxy holder/Authorised Representative can attend the Meeting.
2. Member/Proxy holder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.

Route map to the venue of the Extraordinary General Meeting:

