



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 Tuesday, July 29, 2025, at 4 p.m. at a shorter notice, at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Ravi Nathan Iyer (DIN: 07664126) as an Independent Director 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 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”), as amended, read with the rules framed thereunder, Schedule IV of the Act, Regulation 62B, 62D and 62N of Chapter VA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and other applicable provisions and regulations, 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 the Articles of Association of the Company and with the “Fit & Proper” person criteria as specified by the Reserve Bank of India (“RBI”) and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, Mr. Ravi Nathan Iyer (DIN: 07664126), who was appointed by the Board of Directors on recommendation of the Nomination and Remuneration Committee, as an Additional Director in the category of Independent Director of the Company under section 161 of the Act and who holds office up to the date of this Extra-ordinary General Meeting and who has given his consent to act as the Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years, w.e.f. July 9, 2025 to July 8, 2030 and shall not be liable to retire by rotation.

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.”



Place: Mumbai
Date: July 9, 2025

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

**Chunni Singh
Company Secretary
Membership No. A41074**

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



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, 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 members is being obtained for convening the meeting at a 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 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.
9. The Notice of EGM is available on the website of the Company at <https://finance.godrejcapital.com/gf/information-and-policies>.
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. Additional information of a director seeking appointment at the EGM, 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.
12. Proxies register shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.30 a.m. and 6.30 p.m.



from the date of dispatch of the Notice till the date of the meeting.

13. The Resolutions shall be deemed to be passed on the date of the EGM i.e., on Tuesday, July 29, 2025, subject to receipt of the requisite number of votes in favor of the respective Resolution.
14. 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 ("THE ACT")

Item No. 1

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Ravi Nathan Iyer (DIN: 07664126), as an Additional Director in the capacity of Independent Director for a term of five (5) consecutive years with effect from July 9, 2025, not liable to retire by rotation, subject to approval of the Members of the Company at the Extra-ordinary General Meeting ("EGM").

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 62D of Chapter VA of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Thus, approval of the Members is being sought for the appointment of Mr. Ravi Nathan Iyer as an Independent Director of the Company for the aforesaid tenure.

Mr. Ravi Nathan Iyer 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 also received a declaration from him that he meets the criteria of independence as prescribed under section 149(6) of the Act and Regulation 62B of Chapter VA of the Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and confirmed that Mr. Ravi Nathan Iyer meets the Fit & Proper person criteria as prescribed by RBI.

The Board has taken on record the declarations submitted by him and is of the opinion that he is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations.

The relevant documents with respect to the aforesaid matter will be available for inspection by the Members at the Registered office of the Company during its business hours on all working days.



Considering the rich and vast experience of Mr. Ravi Nathan Iyer (detailed in **Annexure I**), your Board believes that his appointment as an Independent Director on the Board of the Company will be in the benefit of the Company.

Except Mr. Ravi Nathan Iyer, being the appointee, 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 of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

Place: Mumbai
Date: July 9, 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 at this EGM in pursuance of SS-2:

Name of Director	Mr. Ravi Nathan Iyer
Director Identification Number (DIN)	07664126
Nationality	Indian
Date of Birth / (Age)	07-05-1963 (62 years)
Date of first appointment on the Board	July 9, 2025
Qualification	<ul style="list-style-type: none"> • B.com • LLB • ICWA
Experience / Brief Profile / nature of expertise in specific functional areas	<p>Ravi Nathan Iyer is an experienced capital market professional with a career spanning over two decades. His last assignment was Managing Director & Co-Head Institutional Equities at Kotak Securities Limited, a subsidiary of Kotak Mahindra Bank.</p> <p>After his tenure at Kotak Securities, he set-up Zenture Partners LLP, a firm based in Mumbai, Maharashtra.</p>
Directorships held in other companies (excluding Foreign Companies and Section 8 companies)	Nil
Chairmanships/Memberships of Committees in other companies*	Nil
Shareholding in the Company	-
Number of Board Meetings attended during the year	NA
Relationship with other Directors / Manager / Key Managerial Personnel	None
Details of remuneration sought to be paid and the remuneration last drawn	Sitting fees as approved by the Board for attending the Board and Committee Meetings.
Terms and conditions of appointment/re-appointment	Independent Director appointed with effect from July 9, 2025 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: July 9, 2025

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

**Chunni Singh
Company Secretary
Membership No. A41074**



**Form no. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U67120MH1992PLC065457

Name of the Company: Godrej Finance Limited

Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli
(East) Mumbai - 400 079

Name of the member (s):	
Address:	
E-mail ID:	
DP ID:	
Client ID/Folio No.:	

I/we, being the member (s) holding _____ shares of the above named company, hereby appoint:

1. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Members of Godrej Finance Limited to be held on Tuesday, July 29, 2025, at 4 p.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.	Appointment of Mr. Ravi Nathan Iyer (DIN: 07664126) as an Independent Director of the Company.	Special

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 **EXTRA-ORDINARY GENERAL MEETING** of the Members of Godrej Finance Limited on Tuesday, July 29, 2025, at 4 p.m. at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

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

Notes.

1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Joint shareholders may obtain an additional attendance slip at the venue of the meeting.

ROUTE MAP FOR EGM VENUE

