



GFL/Comp./2023/051

May 22, 2023

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai-400 051

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Subject: Proceedings of the Annual General Meeting

Dear Sir / Madam,

Pursuant to Regulation 51 read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of the 32nd (Thirty - Second) Annual General Meeting of the Company held on Monday, May 22, 2023, at 11:30 a.m. at shorter notice at the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079.

We request you to take the aforesaid on records.

Thanking you,

**Yours sincerely,
For Godrej Finance Limited**

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JAYESH
PAREKH

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**Heer Jayesh Parekh
Company Secretary & Compliance Officer**



PROCEEDINGS OF THE 32nd (THIRTY - SECOND) ANNUAL GENERAL MEETING OF GODREJ FINANCE LIMITED ("THE COMPANY") HELD ON MONDAY, MAY 22, 2023, AT 11:30 A.M. AT SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY AT GODREJ ONE, PIROJSHANAGAR, EASTERN EXPRESS HIGHWAY, VIKHROLI (EAST), MUMBAI – 400 079 AND CONCLUDED AT 11:50 A.M.

1. Mr. Manish Shah, Non – Executive Director was unanimously appointed as the Chairperson of the Meeting. He took the Chair and after ascertaining presence of requisite quorum, he welcomed the Members present at the Annual General Meeting (AGM) and commenced the proceedings.
2. The Chairperson requested the Members to note that pursuant to the provisions of Section 101(1) of the Companies Act, 2013 ("the Act"), consent from the majority of Members had been obtained to convene the AGM at a shorter notice and accordingly the Meeting was held at a shorter notice.
3. The Chairperson informed the Members that Mr. Pirojsha Godrej, Non-Executive Chairperson of the Board, Ms. Anisha Motwani, Independent Director & Chairperson of the Audit Committee and Mr. Hemant Adarkar, Independent Director & Chairperson of the Nomination and Remuneration Committee were unable to attend the meeting due to other commitments.
4. The Chairperson also informed that Mr. Mahendra Chhajed, Partner of Chhajed & Doshi, Statutory Auditor of the Company has attended the AGM.
5. The Chairperson informed the Members that in accordance with the Secretarial Standard on General Meetings, the Company had exempted the Secretarial Auditor of the Company from attending the Meeting.
6. The Chairperson informed the Members that the Annual Report along with the Notice convening the AGM had been sent through physical / electronic mode. With the Notice already circulated to all Members, the Notice convening the AGM, the

Unqualified Independent Auditors' Report and the Unqualified Secretarial Audit Report were taken as read.

7. The Chairperson further informed the Members that the Registers and all relevant documents referred to in the Notice were available for inspection of the Members throughout the AGM.
8. The Chairperson explained the objective and implication of the resolutions with respect to the following items of businesses as laid down in the Notice of the AGM dated May 4, 2023:

Item No.	Description	Type of Resolution
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, along with the Report(s) of the Board of Directors and the Auditors thereon.	Ordinary
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.	Ordinary
3.	Appointment of Mr. Hemant Adarkar (DIN: 03127893) as an Independent Director of the Company.	Ordinary
4.	Appointment of Ms. Anisha Motwani (DIN: 06943493) as an Independent Director of the Company.	Ordinary
5.	Payment of commission to Independent Director(s) of the Company.	Special
6.	Amendment of the Memorandum of Association of the Company.	Special
7.	Amendment of Articles of Association of Company.	Special
8.	Increase in the Borrowing limits of the Company	Special

9.	Authorizing the Board to mortgage/create charge on the assets.	Special
10.	Issuance of Non-Convertible Debentures under Private Placement Basis.	Special

9. The Members unanimously passed the resolutions pertaining to the aforesaid items of businesses, as set out in the AGM Notice, by show of hands.

10. The Chairperson thanked the Members and the AGM was concluded at 11.50 a.m.

For Godrej Finance Limited

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Heer Jayesh Parekh
Company Secretary & Compliance Officer