

GODREJ FINANCE LIMITED

POLICY ON BOARD DIVERSITY

Introduction:

At Godrej Finance Limited ("GFL or the Company"), we recognize merit and encourage diversity at all levels. We do not tolerate any form of discrimination on the basis of colour, gender, race, religion, caste, nationality, age, marital status, sexual orientation or disability and offer equal opportunities for all team members.

We work diligently to demonstrate this commitment every day in the course of conducting business, including embracing and fostering diversity even at level of the Board of Directors. We believe that diversity at Board level is fundamental to enhancing the effectiveness of the Board and thereby to the Company's long-term success.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), one of the roles of the Nomination and Remuneration Committee is to devise a policy on diversity of board ("Policy"). The purpose of the Policy is to set out a framework to promote diversity on the Company's Board of Directors ("Board").

Our approach to Board Diversity:

The Company recognizes and values the benefits that diversity can bring to its Board. We believe that diversity at Board level is fundamental to enhancing the effectiveness of Board and ensuring the Company's long-term success, by enabling leveraging of differences in thought, perspective, knowledge, skill, cultural and regional background, industry experience, gender and age.

The Company believes that a diverse Board can drive better business results, ensure quality decision-making, promote highly effective corporate governance and enhance the corporate reputation.

We believe in a transparent Board nomination process, through the Nomination and Remuneration Committee, which is responsible for reviewing and assessing the composition and performance of the Board of Directors and identifying from time to time, appropriately qualified and experienced persons to occupy Board positions.

When considering new appointments to the Board, the Nomination and Remuneration Committee reviews the balance of knowledge, skills, experience, expertise and diversity and ensures that no discrimination is made on grounds such as colour, gender, race, religion, caste, nationality, age, marital status, sexual orientation or disability or any other personal attribute which has no correlation to such person's ability to perform as a Director on the Board. The Committee makes appropriate recommendations to the Board from time to time in this regard.

The Company strives to ensure that it has an optimum mix of Executive, Non-Executive, Independent Directors including Women Director in accordance with the requirements of the Companies Act, 2013 and the Listing Regulations.

For effective implementation of this Policy, it is also important that the Shareholders of the Company are able to make an informed judgment about the adequacy of diversity on the Board. In order to ensure this, the Company shall continue to make sufficient disclosures as may be required by law, to the Shareholders, about the Board members from time to time.

Review, modification and changes:

- There shall be an annual review of the Policy by the Board of Directors.
- Board of Directors can at any time modify or amend, either the whole or any part of Policy, within the regulatory framework.