



GFL/Comp./2024/058

May 21, 2024

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 33rd (Thirty-Third) Annual General Meeting of the Company held on May 21, 2024

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 33rd (Thirty - Third) Annual General Meeting of the Company held on Tuesday, May 21, 2024, 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.

We request you to take the aforesaid on records.

Thanking you,

Yours sincerely,
For Godrej Finance Limited

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CHUNNI NILESH SINGH
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Chunni Singh
Company Secretary & Compliance Officer



PROCEEDINGS OF THE 33rd (THIRTY - THIRD) ANNUAL GENERAL MEETING ("AGM") OF GODREJ FINANCE LIMITED ("THE COMPANY") HELD ON TUESDAY, MAY 21, 2024, 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 11:55 A.M.

1. Mr. Pirojsha Godrej, Non-Executive Chairperson of the Board took the Chair and after ascertaining presence of requisite quorum, he welcomed the Members present at the Meeting and commenced the proceedings.
2. The Chairperson requested the Members to note that pursuant to provisions of Section 101(1) of the Companies Act, 2013 ("the Act"), consent from requisite Members had been obtained to convene the AGM at a shorter notice and accordingly the AGM was held at a shorter notice.
3. The Chairperson informed the Members that 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. No proxy had been received by the Company.
5. The Chairperson also informed that Mr. Mahendra Chhajed, Partner of Chhajed & Doshi, Statutory Auditor of the Company has attended the AGM.
6. 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.
7. 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.
8. The Chairperson further informed the Members that all relevant documents referred to in the Notice were available for inspection of the Members throughout the AGM.

9. 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:

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, 2024, along with the Report(s) of the Board of Directors and the Auditors thereon.	Ordinary
2.	To appoint a director in place of Mr. Pirojsha Godrej (DIN: 00432983), 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 M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W), as the Statutory Auditor of the Company.	Ordinary
4.	Payment of commission to the Independent Director of the Company.	Special
5.	Increase in the Borrowing limits of the Company.	Special
6.	Authorizing the Board to mortgage/create charge on the assets.	Special
7.	Issuance of Non-Convertible Debentures under Private Placement Basis.	Special

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

11. The Chairperson thanked the Members and the AGM was concluded at 11.55 a.m.

For Godrej Finance Limited

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