

## LETTER OF OFFER

### ISSUE OF Commercial Paper (CP) & Non-Convertible Debentures (NCD)

Of original or initial maturity up to one year

#### PART I: Issuer Details

<b>Name and Address of Issuer</b>	GODREJ FINANCE LIMITED , Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai, Maharashtra - 400079
<b>Business Segment / Activity</b>	NBFC
<b>Chief Executive (Managing Director / President / CEO / CFO / Top Most Executive)</b>	Pankaj Gupta
<b>Group Affiliation (If Any)</b>	Godrej Capital Group

#### PART II: Issue Details

<b>ISIN</b>	INE02KN14689
<b>Proposed Date of Issue</b>	13/03/2026
<b>Amount (Rs. in crs)</b>	400
<b>Tenor and Date of Maturity</b>	91 days and 12/06/2026
<b>Proposed to be listed/Unlisted</b>	Proposed to be listed
<b>End Use of CP / NCD proposed (specific details)</b>	For Repayment of Existing Debt & Working Capital Purpose
<b>Market Conventions</b>	FIMMDA Conventions

Credit Rating Details for the Proposed Issue	Credit Rating - 1	Credit Rating - 2
<b>Credit Rating Issuer</b>	ICRA	CRISIL
<b>Rating</b>	A1+	A1+
<b>Date of Rating</b>	02/02/2026	05/02/2026
<b>Validity for Issuance</b>	3 Months	60 days
<b>Validity period for rating</b>	1 Year	1 year
<b>For Amount (Rs.)</b>	Rs. 2,500 Crores	Rs. 2,500 Crores
<b>Conditions (If Any)</b>	NA	NA
<b>Long term credit rating obtained by the Issuer</b>	CRISIL AA+/Stable	CARE AA+/Stable
<b>Unaccepted Credit Rating assigned to the Issuer</b>	NA	NA
<b>Issuing and Paying Agent Details (Name and Address)</b>	ICICI Bank , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI	ICICI Bank , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI

<b>Debenture Trustee Details (Name and Address) (In case of NCD)</b>	N.A.
<b>Credit Enhancement Details (If any)</b>	No
<b>Description of Instrument</b>	N.A.
<b>Amount (Rs. In Lacs)</b>	Rs. N.A. Lacs
<b>In Favor of</b>	N.A.

#### Guarantor Details

<b>Name and Address of the Guarantor</b>	
<b>Net Worth of the Guarantor (Rs. In Lacs)</b>	N.A.
<b>Extent of The Guarantee Offered by the Guarantor for the Issue</b>	N.A.
<b>Conditions under which the guarantee will be invoked</b>	N.A.
<b>Trustee Details (Name and Address)</b>	N.A.

<b>Whether guarantor is a group entity</b>		No
<b>If yes,</b>		
<b>Names of Companies to which Guarantor has issued similar guarantees,</b>		
<b>Name</b>	<b>Extent of Guarantee</b>	<b>Conditions Under Which the guarantee will be invoked</b>
N.A.	N.A.	N.A.

**PART III  
Issuer Financial Details**

<b>CP/NCD Borrowing Limit</b>	Rs. 3,500 Crores
<b>Date of Board Resolution</b>	05/05/2025
<b>1. Limit approved by Board</b>	Rs. 3500 Crores
<b>2. Limit as per CRA</b>	Rs. 2500 Crores
<b>3. Limit approved by Regulator concerned (if applicable)</b>	Rs. 0 Crores

**Details of CP/NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)**

ISIN	ISSUE DATE	AMOUNT (in Rs crs)	MATURITY DATE	AMOUNT O/S (in Rs crs)	IPA	CRA	RATING	RATED AMOUNT (in Rs crs)
INE02KN14408	16/12/2024	100	16/12/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14416	29/01/2025	200	18/03/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14424	07/02/2025	200	09/05/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14432	11/02/2025	100	13/05/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14440	17/02/2025	150	17/02/2026	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14465	27/02/2025	50	27/02/2026	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14457	05/03/2025	100	05/03/2026	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14473	10/03/2025	200	06/06/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14481	17/03/2025	100	12/06/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14499	18/03/2025	75	18/03/2026	75	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14507	19/05/2025	75	18/08/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,000
INE02KN14523	20/05/2025	100	19/08/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,000
INE02KN14515	21/05/2025	100	20/08/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,000
INE02KN14531	23/05/2025	75	22/08/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,000
INE02KN14549	30/05/2025	100	29/08/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,000
INE02KN14564	10/06/2025	175	09/09/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,000
INE02KN14556	12/06/2025	100	11/09/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,000
INE02KN14598	21/08/2025	100	20/11/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,500
INE02KN14572	22/08/2025	225	21/11/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,500
INE02KN14580	25/08/2025	200	24/11/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,500

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INE02KN14614	12/09/2025	100	11/12/2025	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,500
INE02KN14606	12/09/2025	100	05/01/2026	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,500
INE02KN14622	29/10/2025	200	27/03/2026	200	ICICI Bank Ltd.	CRISIL/ICRA	A1+/A1+	2,500
INE02KN14648	20/11/2025	300	18/02/2026	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,500
INE02KN14630	24/11/2025	200	23/02/2026	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,500
INE02KN14655	27/11/2025	300	26/02/2026	0	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,500
INE02KN14663	08/01/2026	150	20/03/2026	150	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,500
INE02KN14671	18/02/2026	500	18/02/2027	500	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,500

**Details of NCD and other Debt Instruments outstanding as on date of Letter of Offer NCD / other Debt Instruments (Including Liabilities not redeemed on due date)**

ISIN	Issue Date	Amount (in Rs Crs)	Maturity Date	Amount o/s (in Rs crs)	IPA	Debenture trustee (in case of NCD)	CRA	Rating	Rated Amount
INE02KN07014	08/02/2023	200	30/04/2026	200	NA	Catalyst Trusteeship Ltd.	CRISIL	AA+	200
INE02KN07055	27/09/2024	200	25/09/2026	200	NA	Catalyst Trusteeship Ltd.	CRISIL	AA+	200
INE02KN07063	30/12/2024	200	30/12/2026	200	NA	Catalyst Trusteeship Ltd.	CARE	AA+	200
INE02KN07022	18/01/2024	200	18/01/2027	200	NA	Catalyst Trusteeship Ltd.	CRISIL	AA+	200
INE02KN07030	15/03/2024	100	15/03/2027	100	NA	Catalyst Trusteeship Ltd.	CRISIL	AA+	100
INE02KN07048	25/07/2024	250	25/11/2027	250	NA	Catalyst Trusteeship Ltd.	CRISIL	AA+	250
INE02KN07071	27/03/2025	125	20/03/2028	125	NA	Catalyst Trusteeship Ltd.	CARE	AA+	125
INE02KN07071	20/03/2025	200	20/03/2028	200	NA	Catalyst Trusteeship Ltd.	CARE	AA+	200
INE02KN07105	29/07/2025	500	29/09/2028	500	NA	Catalyst Trusteeship Ltd.	CRISIL & CARE	AA+ & AA+	500
INE02KN07089	05/06/2025	150	05/06/2030	150	NA	Catalyst Trusteeship Ltd.	CRISIL	AA+	150
INE02KN07097	29/07/2025	0.50	29/07/2030	0.50	NA	Catalyst Trusteeship Ltd.	CRISIL & CARE	AA+ & AA+	50
INE2JVB15011	22/09/2025	283.19	17/07/2034	265.33	NA	Axis Trustee Services Ltd.	CARE	AAA	283.19

\* Issuer's liability under the CP will continue beyond due date, in case the CP is not redeemed on due date.

**C.Fund-based facilities from banks/Financial institutions, if any**

Name of the bank	Nature of facility	O/S amount/Limit (in Rs crs)	Asset classification
Bank of Baroda	Term Loan	162.50	Standard
Bank of India	Term Loan	84.20	Standard
Canara Bank	Term Loan	755.30	Standard
Central Bank of India	Term Loan	50	Standard
DBS Bank Ltd.	WCDL	0	Standard
DCB Bank	WCDL	0	Standard
Federal Bank	Term Loan	300	Standard
HDFC Bank Ltd.	Term Loan/CC/WCDL	1,108.30	Standard
ICICI Bank Ltd.	Term Loan/CC/WCDL	380	Standard
Indian Bank	Term Loan	268.30	Standard
Punjab National Bank	Term Loan	387.50	Standard
South Indian Bank	Term Loan	10.90	Standard
State Bank of India	Term Loan/CC/WCDL	2,042	Standard

Ujjivan Small Finance Bank	WC DL	70	Standard
Union Bank of India	Term Loan	273.70	Standard
Axis Bank Ltd. (GIFT City)	External Commercial Borrowing	662.81	Standard
DBS Bank Ltd. (GIFT City)	External Commercial Borrowing	838.40	Standard
ICICI Bank (GIFT City)	External Commercial Borrowing	168.10	Standard
MUFG Bank	External Commercial Borrowing	264.96	Standard

### Shareholding Details of Promoters / Details of Share Pledged

#### A. Shareholding Details Of Promoters

Sl. No.	Name and Category Of Shareholding	Total No. of equity shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares
1	Mr. Adi Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
2	Mr. Pirojsha Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
3	Mr. Nadir Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
4	Mr. Burjis Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
5	Ms. Tanya Dubash (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00
6	Godrej Capital Limited <b>Category</b> : Domestic Company	1319897888	1319897888	100.00
7	Ms. Nisaba Godrej (Nominee of Godrej Capital Limited) <b>Category</b> : Indian Individual	1	1	0.00

#### B. Details Of Shares Pledged

Nil

### Financial Summary (in Rs. crs) (Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Particulars	Current Year	Year 1	Year 2	Year 3
As On	31-03-2026	31-03-2025	31-03-2024	31-03-2023
Equity	0	1,150.36	918.19	482.64
Net worth	0	2,075.54	1,245.79	482.64
Investment in Subsidiaries / Affiliates	0	0	0	0
Total debt Outstanding	0	7,678.51	3,696.95	1,145.19
Short Term	0	2,142.54	1,815.08	202.65
Other Debt	0	5,535.98	1,881.87	942.54
Gross Income	0	973.24	398.03	65.63
Operating Profit (PBITD)	0	641.34	165.14	-37.97
Gross Profit (PBDT)	0	199.48	-14.31	-62.13
Net Profit (Post Tax)	0	102.20	-29.21	68.98
Audit Qualification (If Any)	Nil	Nil	Nil	Nil

Note: If the issuer has not been in existence for three years, the information of the issuer for the period such information is available shall be disclosed.

### Details of Statutory Auditor and Changes in the Last Three Financial Years

#### A. Details of Statutory Auditor

Name and Address	Date of Appointment	Remarks
Batliboi & Purohit Chartered Accountants	31/05/2024	N/A

