

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

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

PART II: Issue Details

ISIN	INE02KN14739
Proposed Date of Issue	16/06/2026
Amount (Rs. in crs)	600
Tenor and Date of Maturity	91 days and 15/09/2026
Proposed to be listed/Unlisted	Proposed to be listed
End Use of CP / NCD proposed (specific details)	For Repayment of Existing Debt & Working Capital Purpose
Market Conventions	FIMMDA Conventions

Credit Rating Details for the Proposed Issue	Credit Rating - 1	Credit Rating - 2
Credit Rating Issuer	ICRA	CRISIL
Rating	A1+	A1+
Date of Rating	29/04/2026	19/05/2026
Validity for Issuance	3 Months	60 days
Validity period for rating	1 Year	1 year
For Amount (Rs.)	Rs. 2,500 Crores	Rs. 2,500 Crores
Conditions (If Any)	NA	NA
Long term credit rating obtained by the Issuer	CRISIL AA+/Stable	CARE AA+/Stable
Unaccepted Credit Rating assigned to the Issuer	NA	NA
Issuing and Paying Agent Details (Name and Address)	ICICI Bank , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI	ICICI Bank , ICICI BANK LTD, GODREJ IT PARK, VIKHROLI (W), MUMBAI

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

Guarantor Details

Name and Address of the Guarantor	
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A Godrej Capital Company

Godrej Finance Limited | Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai, 400079, Maharashtra CIN - U67120MH1992PLC065457 | Website: www.godrejfinance.com
| Tel - 022-68815555 | Email ID: gfl.secretarial@godrejfinance.com | Fax: 022-25195128

Net Worth of the Guarantor (Rs. In Lacs)		N.A.
Extent of The Guarantee Offered by the Guarantor for the Issue		N.A.
Conditions under which the guarantee will be invoked		N.A.
Trustee Details (Name and Address)		N.A.
Whether guarantor is a group entity		No
If yes,		
Names of Companies to which Guarantor has issued similar guarantees,		
Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
N.A.	N.A.	N.A.

PART III Issuer Financial Details

CP/NCD Borrowing Limit	Rs. 7,500 Crores
Date of Board Resolution	05/05/2026
1. Limit approved by Board	Rs. 7500 Crores
2. Limit as per CRA	Rs. 2500 Crores
3. Limit approved by Regulator concerned (if applicable)	Rs. 7500 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)
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	0	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
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

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INE02KN14622	29/10/2025	200	27/03/2026	0	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	0	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
INE02KN14689	13/03/2026	400	12/06/2026	0	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,500
INE02KN14697	20/03/2026	400	19/06/2026	400	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,500
INE02KN14705	20/04/2026	275	22/06/2026	275	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,500
INE02KN14713	10/06/2026	200	09/09/2026	200	ICICI Bank Ltd	CRISIL/ICRA	A1+	2,500
INE02KN14721	12/06/2026	300	11/09/2026	300	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	N.A	Catalyst Trusteeship Ltd.	CRISIL	AA+	200
INE02KN07055	27/09/2024	200	25/09/2026	200	N.A	Catalyst Trusteeship Ltd.	CRISIL	AA+	200
INE02KN07063	30/12/2024	200	30/12/2026	200	N.A	Catalyst Trusteeship Ltd.	CARE	AA+	200
INE02KN07022	18/01/2024	200	18/01/2027	200	N.A	Catalyst Trusteeship Ltd.	CRISIL	AA+	200
INE02KN07030	15/03/2024	100	15/03/2027	100	N.A	Catalyst Trusteeship Ltd.	CRISIL	AA+	100
INE02KN07048	25/07/2024	250	25/11/2027	250	N.A.	Catalyst Trusteeship Ltd.	CRISIL	AA+	250
INE02KN07071	20/03/2025	200	20/03/2028	200	N.A.	Catalyst Trusteeship Ltd.	CARE	AA+	200
INE02KN07071	27/03/2025	125	20/03/2028	125	N.A	Catalyst Trusteeship Ltd.	CARE	AA+	125
INE02KN07105	29/07/2025	500	29/09/2028	500	N.A	Catalyst Trusteeship Ltd.	CRISIL & CARE	AA+	500
INE2S0M15029	27/02/2026	300	16/01/2030	280.49	N.A	Catalyst Trusteeship Ltd.	CARE	AAA	300
INE02KN07089	05/06/2025	150	05/06/2030	150	N.A	Catalyst Trusteeship Ltd.	CRISIL	AA+	150
INE02KN07097	29/07/2025	500	29/07/2030	0.50	N.A	Catalyst Trusteeship Ltd.	CRISIL & CARE	AA+	500
INE2JVB15011	22/09/2025	283.19	17/07/2034	253.28	N.A	Axis Trusteeship 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	150	Standard
Bank of India	Term Loan	78.95	Standard
Canara Bank	Term Loan	709.26	Standard

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Central Bank of India	Term Loan	500	Standard
DBS Bank Ltd.	WCDL	250	Standard
DCB Bank	WCDL	0	Standard
Federal Bank	Term Loan	225	Standard
HDFC Bank Ltd.	Term Loan/CC/WCDL	983.33	Standard
ICICI Bank Ltd.	Term Loan/CC/WCDL	2,070	Standard
Indian Bank	Term Loan	246.51	Standard
May Bank	Term Loan	20	Standard
Punjab National Bank	Term Loan	575	Standard
SMBC	WCDL	250	Standard
South Indian Bank	Term Loan	9.38	Standard
State Bank of India	Term Loan/CC/WCDL	2,428.50	Standard
Ujjivan Small Finance Bank	WCDL	70	Standard
Union Bank of India	Term Loan	255.26	Standard
United Overseas Bank	WCDL	100	Standard
Woori Bank	Term Loan	50	Standard
Axis Bank Ltd. (GIFT City)	External Commercial Borrowing	662.81	Standard
DBS Bank Ltd. (GIFT City)	External Commercial Borrowing	1,300.47	Standard
ICICI Bank (GIFT City)	External Commercial Borrowing	168.10	Standard
IDBI Bank	External Commercial Borrowing	226.55	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) Category : Indian Individual	1	1	0.00
2	Mr. Pirojsha Godrej (Nominee of Godrej Capital Limited) Category : Indian Individual	1	1	0.00
3	Mr. Nadir Godrej (Nominee of Godrej Capital Limited) Category : Indian Individual	1	1	0.00
4	Mr. Burjis Godrej (Nominee of Godrej Capital Limited) Category : Indian Individual	1	1	0.00
5	Ms. Tanya Dubash (Nominee of Godrej Capital Limited) Category : Indian Individual	1	1	0.00
6	Godrej Capital Limited Category : Domestic Company	1319897888	1319897888	100.00
7	Ms. Nisaba Godrej (Nominee of Godrej Capital Limited) Category : Indian Individual	1	1	0.00

B. Details Of Shares Pledged

Nil

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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	1,319.90	1,150.36	918.19	482.64
Net worth	2,955.48	2,075.54	1,245.79	482.64
Investment in Subsidiaries / Affiliates	0	0	0	0
Total debt Outstanding	15,803.69	7,678.51	3,696.95	1,145.19
Short Term	5,959.16	2,142.54	1,815.08	202.65
Other Debt	9,844.53	5,535.98	1,881.87	942.54
Gross Income	1,636.22	973.24	398.03	65.63
Operating Profit (PBITD)	1,228.41	641.34	165.14	-37.97
Gross Profit (PBSD)	416.64	199.48	-14.31	-62.13
Net Profit (Post Tax)	162.01	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 Address : National Insurance Building, 2nd Floor, 204, Dr. D.N. Road, Fort, Mumbai - 400 001	21/05/2024	N.A.
Haribhakti & Co. LLP, Chartered Accountants Address : 904A, 9th Floor, R Square, Andheri-Kurla Road, Near Chakala Metro Station, J.B. Nagar, Mumbai-400059	29/05/2026	Joint Statutory Auditor

B. Details Of Changes in the Last Three Financial Years

Name and Address	Date of Appointment / Resignation	Date of Cessation (In case of resignation)	Remarks (viz. reasons fro change etc)
B S R & Co. LLP Address : 4th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400 063, India	10/08/2018	17/09/2021	N.A.
Chhajed & Doshi Address : 101 Hub town Solaris, Near East West Flyover, N. S. Phadke Marg, Andheri (East), Mumbai 400069	25/05/2022	21/05/2024	N.A.

Details of default in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year.

-Nil

Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision

(All ongoing and outstanding material litigation irrespective of age to be reported)

Material Litigation, if any :	Nil
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(Regulatory strictures issued during the past five Financial Years to reported. Also, any regulatory structure which continue to be applicable is to be disclosed)

Regulatory Strictures, if any :	Nil
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An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:

Category	Up to 30/31 Days	1 month - 2 months	2 months - 3 months	3 months - 6 months	6 months - 1 year	1 year - 3 years	3 years - 5 years	5 years	Total
Deposit	0	0	0	0	0	0	0	0	0
Advances	3069968000	1686085000	1954590000	5830437000	11894275000	38153406000	19948123000	70017022000	152553906000
Investments	3377653000	1784515000	1331382000	4001523000	7140970000	7863669000	1547565000	1669264000	28716541000
Borrowings	6297984000	3882168000	14217988000	7788624000	27404828000	73337781000	18060377000	7047167000	158036917000
Foreign Currency Assets (FCA)	0	0	0	0	0	0	0	0	0
Foreign Currency Liabilities (FCL)	110606000	88528000	13989000	411610000	0	27370019000	605564000	0	28600316000

For GODREJ FINANCE LIMITED

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MAYANKGOEL

Head Treasury

Authorised Signatory

Date: 15/06/2026

Original / authenticated copy of any document related to above information will be made available to the investors on request.

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