

## 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>	INE02KN14671
<b>Proposed Date of Issue</b>	18/02/2026
<b>Amount (Rs. in crs)</b>	500
<b>Tenor and Date of Maturity</b>	365 days and 18/02/2027
<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.

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. 3,500 Crores
Date of Board Resolution	05/05/2025
1. Limit approved by Board	Rs. 3500 Crores
2. Limit as per CRA	Rs. 2500 Crores
3. Limit approved by Regulator concerned (if applicable)	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)
INE02KN14374	02/12/2024	100	28/02/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14382	04/12/2024	200	05/03/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14390	12/12/2024	200	10/03/2025	0	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
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	50	ICICI Bank Ltd.	CRISIL / ICRA	A1+/A1+	2,000
INE02KN14457	05/03/2025	100	05/03/2026	100	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

					Ltd.			
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
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	300	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,500
INE02KN14630	24/11/2025	200	23/02/2026	200	ICICI Bank Ltd.	CRISIL/ICRA	A1+	2,500
INE02KN14655	27/11/2025	300	26/02/2026	300	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

**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	NA	NA	NA	0
INE02KN07055	27/09/2024	200	25/09/2026	200	NA	NA	NA	NA	0
INE02KN07063	30/12/2024	200	30/12/2026	200	NA	NA	NA	NA	0
INE02KN07022	18/01/2024	200	18/01/2027	200	NA	NA	NA	NA	0
INE02KN07030	15/03/2024	100	15/03/2027	100	NA	NA	NA	NA	0
INE02KN07048	25/07/2024	250	25/11/2027	250	NA	NA	NA	NA	0
INE02KN07071	20/03/2025	200	20/03/2028	200	NA	NA	NA	NA	0
INE02KN07071	27/03/2025	125	20/03/2028	125	NA	NA	NA	NA	0
INE02KN07105	29/07/2025	500	29/09/2028	500	NA	NA	NA	NA	0
INE02KN07089	05/06/2025	150	05/06/2030	150	NA	NA	NA	NA	0
INE02KN07097	29/07/2025	0.50	29/07/2030	0.50	NA	NA	NA	NA	0
INE2JVB15011	22/09/2025	283.19	17/07/2034	265.33	NA	NA	NA	NA	0

\* 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.	WC DL	0	Standard
DCB Bank	WC DL	0	Standard
Federal Bank	Term Loan	300	Standard
HDFC Bank Ltd.	Term Loan/CC/WC DL	1,108.30	Standard
ICICI Bank Ltd.	Term Loan/CC/WC DL	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	WCDL	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 : Indian Individual</b>	1	1	0.00
2	Mr. Pirojsha Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
3	Mr. Nadir Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
4	Mr. Burjis Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
5	Ms. Tanya Dubash (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	1	1	0.00
6	Godrej Capital Limited <b>Category : Domestic Company</b>	1319897888	1319897888	100.00
7	Ms. Nisaba Godrej (Nominee of Godrej Capital Limited) <b>Category : Indian Individual</b>	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 (PBTD)	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 Address : National Insurance Building, 2nd Floor, 204, Dr. D.N. Road, Fort, Mumbai – 400 001	21/05/2024	N.A.

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	2275697000	2342074000	1425060000	4773632000	8728111000	32318843000	17446399000	58822076000	128131892000
Investments	2724908000	1296646000	763694000	2552789000	3471478000	3804419000	673353000	1094905000	16382192000
Borrowings	2908877000	13680787000	9350637000	7629306000	12749246000	60190071000	11300522000	1218246000	119027692000
Foreign Currency Assets (FCA)	0	0	0	0	0	0	0	0	0
Foreign Currency Liabilities (FCL)	30854000	74781000	10621000	34687000	411610000	19248619000	391753000	0	20202925000

For GODREJ FINANCE LIMITED

MAYANKGOEL

Head Treasury

Authorised Signatory

Date: 17/02/2026

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