Godrej Finance Limited and Godrej Capital Limited

Recommendation of the Fair NCD Exchange Ratio for the Proposed Amalgamation

June 30, 2026

D and P India Advisory Services LLP
Skyline Icon, Andheri - Kurla Rd,
Marol, Andheri East,
Mumbai, Maharashtra - 400059
Registered valuer No: IBBI/RV-E/05/2020/131

D & P ADVISORY

To,

June 30, 2026

The Audit Committee and Board of Directors,
Godrej Capital Limited,
3rd Floor, Godrej One,
Pirojshanagar, Vikhroli East, Mumbai, Maharashtra – 400079

The Board of Directors,
Godrej Finance Limited,
3rd Floor, Godrej One, – Chopanki Rd,
Pirojshanagar, Vikhroli East, Mumbai, Maharashtra – 400079

Re: Recommendation of the Fair Exchange Ratio for non-convertible debenture holders of Godrej Finance Limited the purpose of the proposed amalgamation with Godrej Capital Limited.

Dear Madams/ Sirs,

In accordance with the terms of our engagement letter dated June 15, 2026, we enclose our valuation report (the "Report") providing our recommendation on the fair exchange ratio of the non-convertible debentures ("Fair NCD Exchange Ratio") for the proposed Scheme of Amalgamation of Godrej Finance Limited ("GFL" or "Transferor Company") with Godrej Capital Limited ("GCL" or "Transferee Company") and their respective shareholders under Section 233 and other applicable provisions of the Companies Act, 2013 (“Proposed Amalgamation”).

It may be noted that the Non-Convertible Debentures ("NCDs") of GFL are listed on the National Stock Exchange of India Limited ("NSE"). As per SEBI regulations, an NOC from the stock exchange for the Proposed Amalgamation is required before approaching the National Company Law Tribunal, Mumbai ("NCLT") for approval of the scheme of arrangement. For this purpose, GFL and GCL have approached D and P India Advisory Services LLP ("D&P Advisory" or "we" or the "Registered Valuer") to recommend a fair NCD Exchange Ratio. We have prepared this Report to express our independent recommendation on the fair NCD Exchange Ratio for the Proposed Amalgamation.

In the process of formulating our recommendation, we held discussions with the management of GFL and GCL (collectively the "Management") regarding the history and nature of operations of the Companies, and the terms and conditions of the NCDs of GFL and the treatment of such NCDs pursuant to the Proposed Amalgamation.

For this Report, financial information and other records pertaining to GFL and GCL were furnished by the Management. We have relied on this information as being accurate and complete in all material respects.

Basis of preparation

Our work has been based on financial information provided by the Management. We have relied on the accuracy and completeness of that information. Regarding the information provided, we have not carried out any form of audit, independent confirmation or verification of the reliability, accuracy or completeness of the information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of the information provided to us.

The information contained herein, and our report is confidential. It is intended only for the sole use and information of GFL and GCL, and only in connection with the Proposed Amalgamation for the purpose of obtaining requisite approvals. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed Amalgamation as aforesaid, can be done only with our prior permission in writing.

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Unless required by law it shall not be provided to any third party or used for any other purpose. In no event, regardless of whether consent has been provided, shall we assume any responsibility to any third party to which the Report is disclosed or otherwise made available.

D&P Advisory expressly disclaims all liability for any loss or damage of whatever kind which may arise from any person acting on any information and opinions contained in this Report which are contrary to the stated purpose. Full terms and conditions of our work are included in our engagement letter.

If you would like to discuss any aspect of this report, please do not hesitate to contact me at Piyush.Patnaik@dandpadvisory.com.

Sincerely,

Piyush Patnaik

D and P India Advisory Services LLP Bangalore

Piyush Patnaik
Partner
D and P India Advisory Services LLP
Registered valuer No: IBBI/RV-E/05/2020/131

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Purpose and Scope of the Engagement

Purpose and Scope of Engagement

The Proposed Amalgamation of Godrej Finance Limited ("GFL"), a wholly owned subsidiary of Godrej Capital Limited ("GCL"), into GCL through a Scheme of Arrangement under Section 233 and other applicable provisions of the Companies Act, 2013, is proposed to consolidate the assets and liabilities of GFL with GCL with the objective of simplifying the group structure.

For this purpose, GFL and GCL have reached out to D&P Advisory to recommend a fair exchange ratio for NCD holders of GFL ("Fair NCD Exchange Ratio") for the purpose of the proposed amalgamation with GCL. The sources of information considered in the analysis and our assumptions and limitations are detailed in the subsequent sections of the report.

Background of the Companies

Background of the Companies

Godrej Capital Limited ("GCL")

Godrej Capital Limited ("GCL") was formerly known as Pyxis Holdings Limited. The company was incorporated on September 06, 2019, and is based in Mumbai, India. Godrej Capital Limited was previously operating as a subsidiary of Godrej Industries Limited till 28th January 2026. Post 28th January 2026, GCL operates as a subsidiary of Godrej Investment Limited. GCL is a core investment company exempt from registration with the RBI. The Transferee Company, along with its subsidiaries, is engaged in the business of housing finance, loans against property, MSME finance and to invest in and acquire, hold, sell, buy, subscribe or otherwise deal in shares, stocks etc.

Given below is the shareholding pattern of GCL as of 31st March 2026:

Particulars	No. of Shares	Amount (In INR Million)
Equity Shares of INR 10/- each		
Authorised Share Capital	5,00,00,00,000	50,000.0
Issued Share Capital	85,60,29,753	8,560.3
Subscribed Share Capital	85,60,17,795	8,560.2

Particulars	No. of Shares	% Shareholding
Godrej Investment Limited	77,99,39,775	91.1%
Pan Fin Investment LLP	4,27,99,389	5.0%
Other Investors	3,32,78,631	3.9%
Total	**85,60,17,795**	**100.0%**

Godrej Finance Limited ("GFL")

Godrej Finance Limited ("GFL") was formerly known as Ensemble Holdings & Finance Limited and changed its name to Godrej Finance Limited in November 2021. The company was incorporated in 1992 and is based in Mumbai, India. Godrej Finance Limited operates as a wholly owned subsidiary of Godrej Capital Limited. It is registered with the Reserve Bank of India ("RBI") as a Middle Layer non-deposit taking Non-Banking Financial Company. Its products include loans against property for various business and personal needs; and commercial property loans for new or existing commercial properties, including construction, extension, or improvement. The company is also involved in the retail lending and insurance business. GFL is registered as a corporate agent with the Insurance Regulatory and Development Authority of India ("IRDAI"). The NCDs of GFL are listed on the National Stock Exchange of India Limited ("NSE"), and the commercial papers of GFL are listed on BSE Limited.

Given below is the shareholding pattern of GFL as of 31st March 2026:

Particulars	No. of Shares	Amount (In INR Million)
Equity Shares of INR 10/- each		
Authorised Share Capital	2,00,00,00,000	20,000.0
Issued & Subscribed Share Capital	1,31,98,97,894	13,199.0

Particulars	No. of Shares	% Shareholding
Godrej Capital Limited (including 1 share each held by its nominees)	1,31,98,97,894	100.0%
Total	**1,31,98,97,894**	**100.0%**

Hereinafter, GFL and GCL are together referred to as the “Companies”.

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Background of the Scheme of Arrangement

Background of the Scheme of Arrangement

For the purpose of arriving at the Fair NCD Exchange Ratio under the Proposed Amalgamation, we have examined, considered and placed reliance on various details, data, documents, accounts, statements furnished and explanations and information given to us and have proceeded to find out the ratio on a consideration of the following factors:

- The Proposed Amalgamation contemplates the amalgamation of GFL (Transferor Company) with GCL (Transferee Company).
- Pursuant to the Scheme, the NCDs of GFL shall be transferred to GCL on the same terms, including the coupon rate, tenure, ISIN, redemption price, quantum, and nature of security. It may be noted that these would also be listed NCDs.
- Further, it is understood from the Management that the credit ratings of existing NCDs of GFL and the NCDs of GCL (post-amalgamation) will be identical.
- The Transferor Company and/or the Transferee Company may, in accordance with Applicable Laws and subject to such approvals as may be required, issue securities through rights issue, preferential allotment, private placement, or any other permissible mode, on such terms and conditions as may be approved by their respective Boards of Directors, provided that the transferor company continues to be wholly owned subsidiary of the transferee company.
- In view of the above, the economic interest of the NCD holders of GFL would remain unchanged in GCL. Hence, there is no change in the value of NCDs pursuant to their transfer to GCL.

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Valuation Conclusion

Valuation Conclusion

The Fair NCD Exchange Ratio has been arrived at based on the consideration of various factors relevant to the NCDs of GFL and GCL, as discussed herein, having regard to the information base, key underlying assumptions and limitations.

In view of the above, the economic interest of the NCD holders of GFL would remain unchanged in GCL. Hence, based on the foregoing considerations and steps followed, in our opinion the fair NCD Exchange Ratio would be as follows:

For every 1 (One) NCD of GFL, 1 (One) NCD of GCL of equivalent face and paid-up value, coupon rate, tenure, redemption price and quantum and nature of security, etc. offered.

Computation of Fair NCD Exchange Ratio:

	GFL		GCL	
	Value per NCD	Weight	Value per NCD	Weight
Asset Approach	NA	-	NA	-
Income Approach	NA	-	NA	-
Market Approach	NA	-	NA	-
Relative Value per NCD	NA		NA	
Exchange Ratio		**NA**		

As explained above, we have not applied any of the valuation methods to arrive at value per NCD, since the NCD holders of GFL would hold the same instruments in GCL and there will be no change in the value of the NCD. Hence, computation of fair/ relative value per NCD is not relevant.

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Sources of Information

Sources of Information

In the course of our valuation analysis, we relied upon financial and other information, including prospective financial information, obtained from the Management and from various public, financial, and industry sources. Our conclusion is dependent on such information being complete and accurate in all material respects.

The principal sources of information used in performing our valuation include:

- Discussions with, and other information provided by the Management, including an overview of the background of GFL and GCL.
- Audited financial statements of GCL for the period ended March 31, 2026.
- Debenture Trust Deed and Term Sheets and Credit rating reports for all outstanding NCDs as of March 31, 2026
- Audited financial statements of GFL for the period ended March 31, 2026.
- Other relevant information
- Publicly available information (i.e., analyst reports, articles, studies, websites, and court cases).

D&P Advisory has relied upon the information provided to it and referred to above and has not endeavoured to seek any independent confirmation of its reliability, accuracy or completeness. It does not imply, and it should not be construed, that D&P Advisory has carried out any form of audit or other verification of the information that it has relied upon.

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Assumptions and Limiting Conditions

Assumptions and Limiting Conditions

This service was performed with the following general assumptions and limiting conditions.

D&P Advisory's valuation report does not constitute an audit in accordance with auditing standards. D&P Advisory has relied on explanations and information provided by the Management and accepted the information and financial projections provided to us as accurate. Although D&P Advisory has reviewed such data for consistency and reasonableness, D&P Advisory has not independently investigated or otherwise verified the data provided. Nothing has come to our attention to indicate that the information provided had material miss-statements or would not afford reasonable grounds upon which to base the Report.

D&P Advisory's valuation is primarily from a business perspective and has not taken into account various legal and other corporate structures beyond the limited information made available.

The valuation is based on the market conditions and the regulatory environment that existed at the Report Date. However, changes to the same in the future could impact the companies and the industry they operate in, which may impact our valuation. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

D&P Advisory has relied on data from external sources. These sources are considered to be reliable and therefore D&P Advisory assumes no liability for the accuracy of the data. D&P Advisory has assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences.

Our scope of work is limited to expression of our view on the proposed NCD Exchange Ratio and its impact on the economic interest of the shareholders of GFL and GCL. The recommendation contained herein is not intended to represent value at any date other than the date mentioned in the Report. Our recommendation will not be used for advising anybody to take buy or sell decisions, for which specific opinion needs to be taken from expert advisors. Our Report is not, nor should it be construed as, opining or certifying the compliance of the Proposed Amalgamation with the provisions of any law including Companies Act, FEMA, taxation related laws or as regards any legal implications or issues arising from such Proposed Amalgamation.

We have not carried out any physical verification of the assets and liabilities of the Companies and take no responsibility for the identification of such assets and liabilities.

In addition, this Report does not in any manner address the share price of the Amalgamated Company following announcement of the Proposed Amalgamation and we express no opinion or recommendation as to how the shareholders of either of the Companies should vote at any shareholders' meeting(s) to be held in connection with the proposed Arrangement. Our Report and opinion/ valuation analysis contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.

This Report is issued on the understanding that Management has drawn our attention to all matters of which they are aware concerning the financial position and capital structure of GFL and GCL, which may have an impact on this Report up to the date of issue. D&P Advisory has no responsibility to update this report for events and circumstances occurring after the date of this Report.

The exercise of valuation is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single exchange ratio. While we have concluded on the reasonableness of the exchange ratio based on the information available to us and withing the scope and constraints of our engagement, others may have a different opinion on the same.

This Report does not look into the business/ commercial reasons behind the Proposed Amalgamation nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Amalgamation as compared with any other alternative business transaction or other alternatives or whether or not such alternatives could be achieved or are available. The recommendation(s) shall be considered to be non-binding advice and the decision to proceed with the Proposed Amalgamation as well as acceptance of the final NCD Exchange Ratio depends on the Board of Director(s) of the Companies.

The Report assumes that GFL and GCL would comply fully with relevant laws and regulations in all their areas of operations unless otherwise stated, and that all the companies will be managed in competent and responsible manner. Further, except as specifically stated to the contrary, the Report has given no consideration to matters of legal nature, including issues of legal title and compliance with local laws and litigation and other contingent liabilities that are not recorded on the audited/ unaudited balance sheet of GFL and GCL. Our conclusion assumes that the assets and liabilities of companies, reflected in their respective balance sheets remain intact as of the date of Report.

D&P Advisory owes responsibility to only the Board of Directors of GFL and GCL with reference to terms of engagement letter and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other management. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentation or willful default on the part of the companies involved, their directors, employees or agents.

D and P India Advisory Services LLP * Bangalore

These are the conditions and assumptions upon which our reports are normally prepared and form an integral part of our appointment together with our related Engagement Letter and Terms of Engagement. These conditions and assumptions apply to the report that is the subject of this instruction. We have made certain assumptions in relation to facts, conditions or situations affecting the subject of, or approach to, this exercise that has not been verified as part of the engagement but rather, treated as “a supposition taken to be true”. In the event that any of these assumptions prove to be incorrect then our assessment will need to be reviewed.

The information contained herein, and our report is confidential. It is intended only for the sole use and information of the Companies, National Company Law Tribunal, and office of other regulatory or statutory authorities and only in connection with the Proposed Amalgamation for the purpose of obtaining requisite approvals. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed Amalgamation as aforesaid, can be done only with our prior permission in writing.

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Appendix A

Broad Summary of Data Obtained

From the Management:

- Credit rating report of existing NCDs of GFL
- Credit rating report of GCL
- Terms of existing NCDs of GFL
- Audited Financial Statements of GFL and GCL for the year ended March 31, 2026
- Draft Scheme of Arrangement for the Proposed Amalgamation
- Other relevant information
- Answers to specific questions and issues raised by us after examining the foregoing data

D and P India Advisory Services LLP
Bangalore