NO OBJECTION CERTIFICATE (NOC)

CTL/DEB/26-27/ 03534/12815 **Date: 13/11/26**

To,
Godrej Finance Limited ("Company")
CIN: U67120MH 1992PLC065457
Address: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra

Dear Sir/ Ma'am,

Subject: No objection certificate to the Scheme of Amalgamation of Godrej Finance Limited ('Transferor Company') with Godrej Capital Limited ('Transferee Company') and their respective shareholders under Section 233 and other applicable provisions of the Companies Act, 2013 and the Proposed Transaction ("NOC")

Ref: Your letter dated 21st July,2026. ("Request Letter").

1. We refer to your Request Letter requesting the NOC in respect of the Proposed Transaction (including the Scheme). Capitalised terms used but not defined herein shall have the meaning assigned to them in the Request Letter.

2. Pursuant to the Finance Documents and in terms of Paragraph A.2(k) of Part I of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and/or Paragraph A.2(j) of Part-I of Annexure XIIA of SEBI Master Circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025, as applicable, we hereby provide our no objection to the Proposed Transaction (including the Scheme). This NOC is subject to the order of the Ministry of Corporate Affairs ("**MCA**"), including any requirement under applicable law for obtaining the approval or consent of the debenture holders in relation to the Proposed Transaction (including the Scheme).

3. The Company may submit this NOC to BSE Limited and National Stock Exchange of India Limited, and/or SEBI, as may be required, to evidence our no objection to the Proposed Transaction (including the Scheme).

4. This NOC shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents.

5. We hereby confirm that: (a) the execution and delivery of this NOC has been duly authorised by all necessary actions, consents and approvals (corporate or

otherwise); and (b) the signatory of this NOC has necessary powers to execute this NOC.

6. Further, please consider this NOC as our approval under the Finance Documents.

Thank you

Yours faithfully,
For Catalyst Trusteeship Limited



Authorized Signatory
Name: Sunita Dharaviya
Designation: Assistant Manager