



## **GODREJ INDUSTRIES LIMITED**

**CIN:** L24241MH1988PLC097781

**Registered Office:** Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East),  
Mumbai - 400 079, Maharashtra, India

**Tel No.:** 022 – 2518 8010; **Fax No.:** 022- 2518 8066;

**Email:** [investor@godrejinds.com](mailto:investor@godrejinds.com); **Website:** [www.godrejindustries.com](http://www.godrejindustries.com)

### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules framed thereunder, the Board of Directors of the Company at its Meeting held on Tuesday, November 12, 2019, approved the business, as set out in this Notice and the accompanying Postal Ballot Form, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions and the explanatory statement thereto are annexed herewith along with a Postal Ballot Form for your consideration.

Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership no. FCS 7132) or failing him Mr. Ashok Ramani, Practicing Company Secretary (Membership no. FCS 6808) of M/s. A. N. Ramani & Co., Company Secretaries have been appointed as the Scrutinizers to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.

You are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (FOR) or dissent (AGAINST), in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer before the close of working hours (5:00 p.m.) on Wednesday, December 18, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat this Notice as an intimation only.

Members may note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India read with Regulation 44 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited ("CDSL").

The e-voting facility is available from 9.00 a.m. on Tuesday, November 19, 2019 to 5.00 p.m. on Wednesday, December 18, 2019. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, November 8, 2019 may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman after completion of the e-voting and scrutiny of Postal Ballot Forms. The combined results of the e-voting and Postal Ballot will be declared on or before Friday, December 20, 2019 at the Registered Office of the Company. The declaration/announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act, 2013 and applicable Rules framed thereunder. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., [www.godrejindustries.com](http://www.godrejindustries.com) immediately after the Results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

## **PROPOSED RESOLUTIONS – SPECIAL BUSINESS:**

### **1. Approval for further investment of upto Rs.750 Crore (Rupees Seven Hundred and Fifty Crore) in Godrej Properties Limited**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** further to the Special Resolution passed by the Members at the 28<sup>th</sup> (Twenty Eighth) Annual General Meeting held on August 11, 2016 and pursuant to the provisions of Section 186 of the Companies Act, 2013, and the applicable provisions, Rules and Schedules, if any [including any statutory modification(s) / amendment(s) / revision(s) / re-enactment(s) thereof] or any other law, as may be applicable (hereinafter referred to as “the Act”), and/or any other approvals, as may be required, the consent of the Members be and is hereby accorded to the Company to further invest / acquire the securities of Godrej Properties Limited by way of subscription / purchase or otherwise, upto a sum of Rs.750 Crore (Rupees Seven Hundred and Fifty Crore) (“additional proposed limit”), notwithstanding that the aggregate of the investments so far made or to be made in terms of the already sanctioned limits plus additional proposed limit exceeds the limit of sixty per cent of the Company’s Paid-up Share Capital, Free Reserves and Securities Premium Account or one hundred per cent of the Company’s Free Reserves and Securities Premium Account, whichever is higher, as laid down by the Act.

**RESOLVED FURTHER THAT** the Management Committee of the Board of Directors and/or Mr. Adi B. Godrej, Chairman, Mr. Nadir B. Godrej, Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Nitin S. Nabar, Executive Director & President (Chemicals), and Mr. Clement Pinto, Chief Financial Officer, be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or necessary, in respect of the above mentioned investment, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it / they may, in its / their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

**RESOLVED FURTHER THAT** the limits indicated hereinabove in case of divestment, transfer or sale of investment, as the case may be, be restored to the sanctioned limits.”

### **2. To approve raising of funds by way of issuance of Non-Convertible Debentures / Bonds / Other Instruments upto Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore)**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to all applicable laws and Regulations, including but not limited to the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other laws, rules, regulations, guidelines, notifications, circulars as applicable, and subject to such approvals, consents, permissions and/or sanctions of the Central Government, Reserve Bank of India and BSE Limited, National Stock Exchange of India Limited (“Stock Exchanges”) and any other appropriate authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution] to borrow or raise funds by issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, whether Listed and/or Unlisted (“Instruments”), on private placement basis, in one or more tranches, such that the total amount does not exceed Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore Only), during a period of one year from the date of passing of this Special Resolution by the Members, with such ranking and seniority and on such terms and conditions as may be decided by the Board to such person(s), including one or more company(ies), body corporate(s), statutory corporation(s), commercial bank(s), systematically important non-banking financial company(ies), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/provident fund(s), individual(s) and such other person(s) eligible to invest in such Instruments [hereinafter collectively referred to as “Investors”], provided that such investors shall cumulatively not exceed two hundred in number in any

financial year, for such amount(s) as the Board may in its absolute discretion at any time hereafter determine, and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to determine, in its absolute discretion, the terms and quantum of each issue of the Instruments, including the consideration and utilization of proceeds, class of investors to whom such Instruments are to be allotted, number of Instruments to be issued in each tranche, issue price, redemption period, rate of interest, appointment / engagement of Lead Managers, Underwriters, Advisors, Debenture Trustees, Registrar, Depositories, Professionals, Bankers, Consultants, Advocates and other agencies entering into arrangements with the Company for managing the issue, and to finalise / pay their fees / charges / remuneration / expenses relating thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required, desirable and permissible in connection with the aforesaid resolution including determination of the terms thereof, executing and finalizing the forms, disclosure and placement documents, offer letter, timing of the issue, execution of any documents for and on behalf of the Company and to represent the Company before any governmental or regulatory authority(ies), also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory / government authority(ies) / depository(ies), Stock Exchanges and/or any other regulatory authority(ies) to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilisation of the proceeds and redemption of the Instruments, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that its Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to any Director(s) / Officer(s) / Authorised Signatory(ies) of the Company to do all such acts, deeds, matters and things as may be required, desirable and permissible to give effect to this Resolution.

**RESOLVED FURTHER THAT** all action(s) taken by the Board, any Director(s) / Officer(s) / Authorised Signatory(ies) of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.”

**3. Continuation of directorship of Mr. Vijay M. Crishna, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder [including any modification(s) / amendment(s) / re-enactment(s) thereto], approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Vijay M. Crishna [Director Identification Number (DIN): 00066267], who will be attaining the age of 75 years, as a ‘Non-Executive, Non-Independent Director’ of the Company, liable to retire by rotation.”

**Date and Place: November 12, 2019, Mumbai**

Registered Office:  
Godrej One, Pirojshanagar,  
Eastern Express Highway  
Vikhroli (East), Mumbai- 400 079,  
Maharashtra  
Tel No.: 022-25188010  
Fax No.: 022-25188066  
Website: [www.godrejindustries.com](http://www.godrejindustries.com)  
Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)  
CIN: L24241MH1988PLC097781

**By Order of the Board of Directors  
of Godrej Industries Limited**

Sd/-  
**Tejal Jariwala**  
**Company Secretary & Compliance Officer**  
**(FCS 9817)**

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is attached.
2. The Notice is being sent to all the Members, whose names have appeared in the Register of Members / Record of Depositories as on Friday, November 8, 2019.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to the Members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
4. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., Friday, November 8, 2019. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Wednesday, December 18, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. In compliance of the provisions of Section 108 and 110 of the Act and Rules framed thereunder, the Company is pleased to provide its Members the facility to exercise their right to vote on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited. E-voting is available from 9.00 a.m. on Tuesday, November 19, 2019 to 5:00 p.m. on Wednesday, December 18, 2019. Members are requested to refer to instructions for e-voting, appended to this Notice.
7. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the Resolutions. Once the vote on a Resolutions is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes casted through physical Postal Ballot will be treated as "INVALID".
9. Members who have received this Notice by email and who wish to vote through Postal Ballot can seek a Postal Ballot Form from M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, fill in the requisite details and send the same to the Scrutinizer.
10. The result of voting on the Resolutions will be declared on or before Friday, December 20, 2019 at the Registered Office and will also be displayed on the website of the Company ([www.godrejindustries.com](http://www.godrejindustries.com)) besides being communicated to the Stock Exchanges.

### 11. E-voting Instructions:

The instructions for Members voting electronically are as under:

- (i) The voting period begins on **Tuesday, November 19, 2019** at 9.00 a.m. (IST) and ends on **Wednesday, December 18, 2019** at 5.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, November 8, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first five letters "NPGIL" and the 5 digits of the sequence number printed on the Postal Ballot Form / email.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
<b>OR</b> Date of Birth (DOB)	If both the details are not recorded with the depository or Company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN: GODREJ INDUSTRIES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app "CDSL m-Voting", which can be downloaded from Google Play Store/Apple Store. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. Relevant documents referred to in this Postal Ballot Notice are available for inspection by the Members at the Company’s Registered Office during business hours (from 10.00 a.m. to 4.00 p.m.) on all working days (Monday to Friday) from the date of dispatch of this Postal Ballot Notice till Wednesday, December 18, 2019.
14. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Members may also contact Mr. Mehboob Lakhani, Assistant Manager, CDSL on Ph: 1800225533.
15. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
16. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
17. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 1: Approval for further investment of upto Rs.750 Crore (Rupees Seven Hundred and Fifty Crore) in Godrej Properties Limited

In terms of the provisions of Section 186 of the Companies Act, 2013 ("the Act"), the Company is required to seek prior approval from the Members through a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

The Members of the Company at the 28<sup>th</sup> (Twenty-Eighth) Annual General Meeting held on August 11, 2016 by way of passing a Special Resolution had granted approval to the Company to acquire by way of subscription, purchase or otherwise, the securities of Godrej Properties Limited (GPL), its subsidiary, exceeding the limits set under Section 186 of the Act, upto an amount of Rs. 300 crore (Rupees Three Hundred Crore) in addition to the investments already made or to be made in terms of the sanctioned limits. The Company proposes to further invest in GPL upto an amount of Rs. 750 Crore (Rupees Seven Hundred and Fifty Crore) ("additional proposed limit") as it considers it to be a strategic investment. GPL is in the business of real estate development. The Company's current investment in GPL is as under:

Name of the Company	Total Investment (Rs. in Crore)	Percentage of holding (%)	Limit available (Resolution dated August 11, 2016) (Rs. in Crore)	Approval sought for additional proposed limit (Rs. in Crore)	Total available Limit post approval (Rs. in Crore)
			(a)	(b)	(a)+(b)= (c)
Godrej Properties Limited	747	48.82	279.78	750	1,029.78

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules framed thereunder, to enable the Company to further invest / acquire by way of subscription, purchase or otherwise, the securities of GPL, exceeding the limits set under Section 186 of the Act, upto an amount of Rs.750 Crore (Rupees Seven Hundred and Fifty Crore).

The extent of the shareholding interest of the Promoters and Directors in this Resolution is as under:

Name	Shareholding % in GPL
Ms. Tanya Dubash	0.00 (Negl. %)
Ms. Nisaba Godrej	0.00 (Negl. %)
Mr. Pirojsha Godrej	0.00 (Negl. %)
Mr. Adi Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej and Mr. Pirojsha Godrej (Trustees of ABG Family Trust)	0.00 (Negl. %)
Ms. Tanya Dubash and Mr. Pirojsha Godrej (Trustees of TAD Family Trust)	0.53%
Ms. Tanya Dubash and Mr. Pirojsha Godrej (Trustees of TAD Children Trust)	0.00 (Negl. %)
Ms. Nisaba Godrej and Mr. Pirojsha Godrej (Trustees of NG Family Trust)	0.53%
Ms. Nisaba Godrej and Mr. Pirojsha Godrej (Trustees of NG Children Trust)	0.00 (Negl. %)
Mr. Pirojsha Godrej and Ms. Nisaba Godrej (Trustees of PG Family Trust)	0.53%
Mr. Pirojsha Godrej and Ms. Nisaba Godrej (Trustees of PG Lineage Trust)	0.00 (Negl. %)
Mr. Pirojsha Godrej and Ms. Nisaba Godrej (Trustees of PG Children Trust)	0.00 (Negl. %)
Mr. Nadir B. Godrej	0.00 (Negl. %)
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Ms. Rati Godrej (Trustees of NBG Family Trust)	0.00 (Negl. %)
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Ms. Rati Godrej (Trustees of RNG Family Trust)	0.00 (Negl. %)
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Ms. Rati Godrej (Trustees of BNG Family Trust)	0.53%
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Ms. Rati Godrej (Trustees of BNG Successor Trust)	0.00 (Negl. %)

<b>Name</b>	<b>Shareholding % in GPL</b>
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Mr. Burjis Godrej (Trustees of BNG Lineage Trust)	0.00 (Negl. %)
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Ms. Rati Godrej (Trustees of SNG Family Trust)	0.53%
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Ms. Rati Godrej (Trustees of SNG Successor Trust)	0.00 (Negl. %)
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Mr. Sohrab Godrej (Trustees of SNG Lineage Trust)	0.00 (Negl. %)
Mr. Nadir B. Godrej, Mr. Hormazd Godrej and Mr. Rati Godrej (Trustees of HNG Family Trust)	0.53%
Mr. Navroze Godrej	0.00 (Negl. %)
Mr. Jamshyd Godrej, Ms. Pheroza Godrej and Mr. Navroze Godrej [(Trustees of The Raika Godrej Family Trust) (Beneficial Interest is of Ms. Raika Godrej)]	0.00 (Negl. %)
Ms. Raika Godrej	0.00 (Negl. %)
Mr. Jamshyd Godrej, Ms. Pheroza Godrej and Mr. Navroze Godrej (Trustees of JNG Family Trust)	0.00 (Negl. %)
Mr. Jamshyd Godrej, Ms. Pheroza Godrej and Mr. Navroze Godrej (Trustees of PJG Family Trust)	0.00 (Negl. %)
Mr. Jamshyd Godrej, Ms. Pheroza Godrej and Mr. Navroze Godrej (Trustees of Navroze Lineage Trust)	0.83%
Mr. Jamshyd Godrej, Ms. Pheroza Godrej and Mr. Navroze Godrej (Trustees of Raika Lineage Trust)	0.76%
Mr. Jamshyd Godrej, Ms. Pheroza Godrej and Mr. Navroze Godrej (Trustees of NJG Family Trust)	0.00 (Negl. %)
Mr. Jamshyd Godrej, Ms. Pheroza Godrej and Mr. Navroze Godrej (Trustees of RJG Family Trust)	0.00 (Negl. %)
Ms. Freyan Crishna Bieri	0.07%
Ms. Nyrika Holkar	0.00 (Negl. %)
Ms. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of SGC Family Trust )	0.00 (Negl. %)
Ms. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of VMC Family Trust)	0.00 (Negl. %)
Ms. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of FVC Family Trust)	0.76%
Ms. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of FVC Children Trust)	0.00 (Negl. %)
Ms. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of NVC Family Trust)	0.76%
Ms. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of NVC Children Trust)	0.00 (Negl. %)
Mr. Rishad Naoroji	0.00 (Negl. %)
Mr. Rishad Kaikhushru Naoroji & Others (Partners of RKN Enterprises)	1.58%

*Negl. = Negligible*

Mr. Adi B. Godrej, Mr. Jamshyd N. Godrej, Mr. Nadir B. Godrej, Ms. Tanya Dubash and Mr. Vijay M. Crishna are deemed to be interested in this Resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the said Resolution except to the extent of their respective shareholding, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution set out at Item No. 1 for approval of the Members.



**Item No. 2: To approve raising of funds by way of issuance of Non-Convertible Debentures / Bonds / Other Instruments upto Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore)**

The Board of Directors had at its Meeting held on November 12, 2019 proposed to seek approval of the Members to raise or borrow funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, listed and / or unlisted, on private placement basis for an amount not exceeding Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore) during one year from the date of passing of the Special Resolution set out at Item No. 2 at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. The issue of these securities like NCDs / Bonds / Other Instruments work as a cost effective source of borrowings. Your Company for its business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes, proposes to borrow or raise funds by issue of NCDs/ Bonds / Other Instruments on a private placement basis.

In terms of the requirements of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") as amended from time to time, a Company that offers to make an invitation to subscribe to NCDs / Bonds / Other Instruments on a private placement basis, will be required to seek prior approval of its Members by way of a Special Resolution. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules framed thereunder, to enable the Company to offer or invite subscriptions for unsecured NCDs / Bonds / Other Instruments, listed and / or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore), during the period of one year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time. It is sought to also grant authority to the Board of Directors to determine the terms and conditions of the issue, including the issue price of the NCDs / Bonds / Other Instruments.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution set out at Item No. 2 for approval of the Members.

**Item No. 3: Continuation of directorship of Mr. Vijay M. Crishna, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Vijay M. Crishna is a Non-Executive Director of the Company liable to retire by rotation. Mr. Vijay M. Crishna has been a Director of the Company since January 3, 1995. Since, Mr. Vijay M. Crishna will be attaining the age of 75 years on March 8, 2020, it is necessary to approve continuation of his directorship on the Board of Directors of the Company.

Mr. Vijay M. Crishna is a B.A. (Economics) from St. Stephen's College, University of Delhi. He is also a Director of Godrej & Boyce Manufacturing Company Limited, Godrej Agrovet Limited and Precision Wires India Limited. He serves as a Trustee of the Bombay Scottish Orphanage Society and is a member of the Advisory Board of the Institute for Technology and Management, Navi Mumbai, the President's International Advisory Board Colorado College and on the Advisory Panel of the New Zealand Trade and Enterprise Beachhead Programme. In 1991, he had established the Naoroji Godrej Centre for Plant Research at Shindewadi, Satara District, which researches and propagates rare and endangered species of medicinal plants endemic to the Western Ghats. He is a Life Member of The Himalayan Club since 1973 - and now its Honorary Secretary - he has trekked in the Garhwal, Sikkim, Ladakh, Nepal and Tibet. He has been active in theatre since 1965 in Delhi, Kolkata and Mumbai.

A brief resume of Mr. Vijay M. Crishna, nature of his expertise in specific functional areas, names of companies in which he is holding Directorships, Committee Memberships / Chairmanships, his shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Mr. Vijay M. Crishna as a "Non-Executive Director" of the Company, considering his experience, knowledge and contribution to the Company for many years.

The Members are, therefore, requested to grant their approval by way of passing a Special Resolution for continuation of directorship of Mr. Vijay M. Crishna [Director Identification Number (DIN): 00066267] as a "Non-Executive Non-Independent Director" of the Company, liable to retire by rotation.

Except Mr. Vijay M. Crishna, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution.

The Board of Directors recommends the Special Resolution set forth in Item No. 3 for approval of the Members.

**Date and Place: November 12, 2019, Mumbai**

Registered Office:  
Godrej One, Pirojshanagar,  
Eastern Express Highway  
Vikhroli (East), Mumbai- 400 079,  
Maharashtra  
Tel No.: 022-25188010  
Fax No.: 022-25188066  
Website: [www.godrejindustries.com](http://www.godrejindustries.com)  
Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)  
CIN: L24241MH1988PLC097781

**By Order of the Board of Directors  
of Godrej Industries Limited**

Sd/-  
**Tejal Jariwala**  
**Company Secretary & Compliance Officer**  
**(FCS 9817)**

Enclosures:

- i) Postal Ballot Form
- ii) Self-addressed Postage Pre-Paid Business Reply Envelope

### Brief Resume of Director seeking appointment/re-appointment

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of the Director</b>	<b>Mr. Vijay M. Crishna</b>
Age	74 years
Nationality	Indian
Date of appointment	January 3, 1995
Qualification	B. A. (Eco.)
Nature of expertise in specific functional area	Economics
Directorships held in other companies (excluding Foreign Companies and Section 8 Companies)	<p><b>Listed Companies:</b></p> <ol style="list-style-type: none"> <li>1. Godrej Agrovet Limited</li> <li>2. Precision Wires India Limited</li> </ol> <p><b>Public Companies:</b></p> <ol style="list-style-type: none"> <li>1. Godrej &amp; Boyce Manufacturing Company Limited</li> </ol>
Chairmanships / Memberships of Committees held in Committees of other companies	<p><b>Godrej &amp; Boyce Manufacturing Company Limited:</b></p> <p>Chairman of Corporate Social Responsibility Committee and Member of Stakeholder's Relationship Committee</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se;	None
No. of shares held by Director:	
By Self:	3,878 Equity Shares
As a beneficial owner of:	<p>98,92,463 Equity Shares (As a Trustee of SGC Family Trust)</p> <p>1 Equity Share (As a Trustee of VMC Family Trust)</p>
Number of Meetings of the Board attended during the year (Financial Year 2019-20)	4

**GODREJ INDUSTRIES LIMITED**

CIN: L24241MH1988PLC097781

**Registered Office:** Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.**Tel. No.:** 022- 2518 8010; **Fax No.:** 022- 2518 8066**E-mail:** [investor@godrejinds.com](mailto:investor@godrejinds.com); **Website:** [www.godrejindustries.com](http://www.godrejindustries.com)**POSTAL BALLOT FORM**

Serial No. :

1. Name and Registered Address of the sole/ first named Member/ Beneficial Owner (in block letters) :
2. Name(s) of Members/ Joint holder(s), if any :
3. Folio No./ DP ID No.\* / Client ID No.\* :  
(\*applicable only to Members holding equity shares in dematerialised form)
4. Number of Equity Share(s) held :
5. I / we hereby exercise my / our vote(s) in respect of the Special Resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated November 12, 2019, by conveying my / our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares held by me / us	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution - Approval for further investment in Godrej Properties Limited upto Rs. 750 Crore			
2.	Special Resolution - Approval for raising of funds by way of issuance of Non-Convertible Debentures / Bonds / Other Instruments upto Rs. 1,500 Crore			
3.	Special Resolution - Approval for continuation of directorship of Mr. Vijay M. Crishna in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			

Place:

Date:

\_\_\_\_\_  
(Signature of the Member/Authorized Signatory)

Please see the instructions overleaf for filling the Postal Ballot Form

**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	User ID	Password / PIN
<b>191112002</b>		

Cut-off date for reckoning voting rights for Postal Ballot and E-voting	Commencement of voting by Postal Ballot and E-voting (Start Date)	Last date of receipt of Postal Ballot and close of E-voting (End Date)
Friday, November 8, 2019	9.00 a.m. on Tuesday, November 19, 2019	5.00 p.m. on Wednesday, December 18, 2019

### IMPORTANT INSTRUCTIONS FOR VOTING

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members / beneficial owner as on Friday, November 8, 2019. A person who is not a Member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
2. For E-voting, please refer the instructions under "E-voting Instructions" in the Notice attached herewith.
3. A Member desirous of exercising vote by physical Postal Ballot may complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the enclosed postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per instructions for E-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by Physical Postal Ballot Form will be treated as invalid.
6. The self-addressed Business Reply Envelope is addressed to the Scrutinizer for Postal Ballot.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case a Joint Holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorised signatories giving requisite authorities to the person voting on the Postal Ballot Form.
9. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
10. The vote(s) of a Member will be considered invalid *inter alia* on any of the following grounds:
  - a. If a form other than the Postal Ballot Form issued by the Company is used;
  - b. If the Postal Ballot Form has not been signed by the Member or if the Member's signature does not tally with the specimen signature of the Company;
  - c. If the Member has put a tick mark (✓) in both the columns, that is, for 'Assent' and also for 'Dissent' to the resolutions in such manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
  - d. If the Postal Ballot Form is incomplete or incorrectly filled;
  - e. If the Member has made any amendment to the resolution or imposed any condition while exercising his/her/their vote;
  - f. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
  - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
11. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. on Wednesday, December 18, 2019. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
12. A Member may request for a duplicate Postal Ballot Form, if so required, from the Registrar and Share Transfer Agent viz. M/s. Computech Sharecap Limited, Unit: Godrej Industries Limited, 147, M G Road, Fort, Mumbai-400001 or from the Company at its Registered Office or download the same from the Company's website ([www.godrejindustries.com](http://www.godrejindustries.com)).
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.
14. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
15. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to [investor@godrejinds.com](mailto:investor@godrejinds.com).
16. The Result of voting on the resolutions will be declared within 48 (Forty Eight) hours of the end date, at the Registered Office of the Company and will also be displayed on the website of the Company ([www.godrejindustries.com](http://www.godrejindustries.com)) besides being communicated to the Stock Exchanges.