



# Notice to Shareholders

NOTICE is hereby given that the 31<sup>st</sup> (THIRTY FIRST) Annual General Meeting of the Members of GODREJ INDUSTRIES LIMITED will be held on Tuesday, August 13, 2019 at 4.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079, Maharashtra to transact the following business:

## Ordinary Business:

### 1. Adoption of Financial Statements for the Financial Year ended March 31, 2019

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2019 and the Board's Report and Statutory Auditor's Report thereon.

### 2. Declaration of Final Dividend on Equity Shares for the Financial Year 2018-19

To declare Final Dividend @ ₹1.15 (Rupee One Paise Fifteen Only) per Equity Share for the Financial Year 2018-19.

### 3. Appointment of Mr. Jamshyd Godrej as a Director, liable to retire by rotation, who has offered himself for re-appointment

To consider and if thought fit, to pass, the following as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Jamshyd Godrej (DIN: 00076250) as a "Director", to the extent that he is required to retire by rotation."

### 4. Appointment of Ms. Tanya Dubash as a Director, liable to retire by rotation, who has offered herself for re-appointment

To consider and if thought fit, to pass, the following as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Ms. Tanya Dubash (DIN: 00026028) as a "Director", to the extent that she is required to retire by rotation."

## Special Business:

### 5. Approval for waiver of excess managerial remuneration paid to Ms. Tanya Dubash, Whole Time Director of the Company

To consider, and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** upon recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, and without requiring approval of the Central Government, the approval of the Members be and is hereby accorded for the waiver of excess managerial remuneration paid to Ms. Tanya Dubash, Whole Time Director, designated as "Executive Director & Chief Brand Officer" (DIN: 00026028) of the Company for the Financial Year 2018-19, which was in excess of maximum remuneration permissible under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed

necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

**6. Approval for waiver of excess managerial remuneration paid to Mr. Nitin Nabar, Whole Time Director of the Company**

To consider, and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** upon recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, and without requiring approval of the Central Government, the approval of the Members be and is hereby accorded for the waiver of excess managerial remuneration paid to Mr. Nitin Nabar, Whole Time Director, designated as “Executive Director & President (Chemicals)” (DIN: 06521655) of the Company for the Financial Year 2018-19, which was in excess of maximum remuneration permissible under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

**7. Approval for appointment of Ms. Rashmi Joshi as an Independent Director of the Company**

To consider and if thought fit, to pass, the following as an ORDINARY RESOLUTION:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), consent of the Members be and is hereby accorded to appointment of Ms. Rashmi Joshi (DIN: 06641898) as an “Independent Director” of the Company, not liable to retire by rotation, for a term of 5 (Five) years with effect from March 15, 2019 upto March 14, 2024.”

**8. Approval for appointment of Dr. Ganapati Yadav as an Independent Director of the Company**

To consider and if thought fit, to pass, the following as an ORDINARY RESOLUTION:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), consent of the Members be and is hereby accorded to appointment of Dr. Ganapati Yadav (DIN: 02235661) as an “Independent Director” of the Company, not liable to retire by rotation, for a term of 5 (Five) years with effect from May 13, 2019 upto May 12, 2024.”

**9. Approval for appointment of Mr. Mathew Eipe as an Independent Director of the Company**

To consider and if thought fit, to pass, the following as an ORDINARY RESOLUTION:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

amendment(s), modification(s) or re-enactment(s) thereof), consent of the Members be and is hereby accorded to appointment of Mr. Mathew Eipe (DIN: 00027780) as an "Independent Director" of the Company, not liable to retire by rotation, for a term of 5 (Five) years with effect from May 13, 2019 upto May 12, 2024."

**10. Approval for re-appointment of Mr. Keki Elavia as an Independent Director of the Company**

To consider and if thought fit, to pass, the following as a SPECIAL RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), consent of the Members be and is hereby accorded to re-appointment of Mr. Keki Elavia (DIN: 00003940) as an "Independent Director" of the Company, not liable to retire by rotation, for his second term starting from August 9, 2019 upto March 31, 2021."

**11. Approval for re-appointment of Mr. Kavas Petigara as an Independent Director of the Company**

To consider and if thought fit, to pass, the following as a SPECIAL RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), consent of the Members be and is hereby accorded to re-appointment of Mr. Kavas Petigara (DIN: 00066162) as an "Independent Director" of the Company, not liable to retire by rotation, for his second term starting from August 9, 2019 upto July 8, 2023."

**12. Ratification of Remuneration of M/s. R. Nanabhoy & Co., Cost Accountants appointed as the "Cost Auditors" of the Company**

To consider and if thought fit, to pass, the following as an ORDINARY RESOLUTION:-

"RESOLVED THAT pursuant to Section 148 and all applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 000010), appointed as the Cost Auditors of the Company, to conduct an audit of the cost records of the Company for the Financial Year ending on March 31, 2020, at ₹ 3,04,000/- (Rupees Three Lakh Four Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or the Chief Financial Officer and / or the Company Secretary and Compliance Officer be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

Date and Place: May 13, 2019, Mumbai

By Order of the Board of Directors  
of Godrej Industries Limited

Tejal Jariwala  
Company Secretary & Compliance Officer  
(FCS 9817)

**Registered Office:**

Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079, Maharashtra  
Tel.: +91 22 2518 8010;  
Fax: +91 22 2518 8066;  
Website: [www.godrejindustries.com](http://www.godrejindustries.com);  
Email: [investor@godrejinds.com](mailto:investor@godrejinds.com);  
CIN: L24241MH1988PLC097781

## NOTES:

1. The Company's Statutory Auditors, M/s. BSR & Co. LLP, Chartered Accountants, (Registration number 101248W/W-100022), were appointed for a period of 5 (Five) consecutive years at the 29<sup>th</sup> (Twenty Ninth) Annual General Meeting ("AGM") of the Members held on August 11, 2017 at a remuneration as decided by the Board of Directors of the Company.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on August 11, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 ("the Act") by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors was withdrawn from the statute. In view of the same, the Members of the Company at the 30<sup>th</sup> (Thirtieth) AGM held on August 13, 2018 had approved ratification of appointment of M/s. BSR & Co. LLP as the Statutory Auditors of the Company for the remaining period, i.e. from the conclusion of 30<sup>th</sup> (Thirtieth) AGM held on August 13, 2018 upto the conclusion of the 34<sup>th</sup> (Thirty Fourth) AGM. Therefore, the approval of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors had given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

2. The Explanatory Statement pursuant to Section 102 of the Act in respect of business as set out in the Notice is annexed hereto.
3. Brief resume of Directors / persons proposed to be appointed / re-appointed, as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards issued by The Institute of Company Secretaries of India is provided after the explanatory statement to this Notice.
4. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll

on his / her behalf and the proxy need not be a Member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company, duly completed and signed, not later than 48 (Forty Eight) hours before the commencement of the Meeting. A proxy so appointed shall not have any right to speak at the Meeting. A person can act as a proxy on behalf of not more than 50 (Fifty) Members holding in the aggregate, not more than 10% (Ten Percent) of the total Share Capital of the Company.

Members holding more than 10% (Ten Percent) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.

5. A route map giving directions to reach the venue of the AGM is provided.
6. The Company's Registrar and Share Transfer Agents for its Share Registry Work are Computech Sharecap Limited, having their office at 147, Mahatma Gandhi Road, 3<sup>rd</sup> Floor, Opp. Jehangir Art Gallery, Fort, Mumbai – 400001, Maharashtra.
7. Relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of the AGM.
8. Corporate Members intending to send their Authorised Representatives to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorising their Representative to attend and vote on their behalf at the Meeting.
9. Pursuant to Sections 101 and 136 of the Act, read with Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding Green Initiative, the Annual Report alongwith the Notice of the AGM,

*inter alia*, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Computech Sharecap Limited / Depository Participant and who have not opted to receive the same in physical form.

For Members who have not registered their email addresses and / or have opted to receive the documents in physical form, physical copies of the Notice of the AGM would be sent by the permitted mode.

Members are requested to support Green Initiative by registering / updating their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Computech Sharecap Limited, our Registrar and Share Transfer Agents (in case of Shares held in physical form).

10. A copy of the Notice will also be available on the website of the Company, viz. [www.godrejindustries.com](http://www.godrejindustries.com). Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may send a request to the Company's email id, viz. [investor@godrejinds.com](mailto:investor@godrejinds.com).
11. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slip enclosed herewith, duly filled in, for attending the AGM.
12. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the Members for a period of 7 (Seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of 7 (Seven) consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during

the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on August 13, 2018 (date of last AGM) are available on the website of the Company. The Members whose dividend/ shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority [www.iepf.gov.in](http://www.iepf.gov.in).

During the year, the Company transferred unclaimed dividend of ₹ 6,84,338/- (Rupees Six Lakh Eighty Four Thousand Three Hundred Thirty Eight Only) and no shares were required to be transferred to IEPF.

Dividend for the Financial Year ended	Date of Dividend Declaration	Due Date for Transfer
31.03.2012	11.08.2012	16.09.2019
31.03.2013	10.08.2013	15.09.2020
31.03.2014	09.08.2014	16.09.2021
31.03.2015	11.08.2015	17.09.2022
31.03.2016*	08.03.2016*	14.04.2023
31.03.2017	11.08.2017	17.09.2024
31.03.2018	13.08.2018	19.09.2025

*\*Interim Dividend*

13. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agents of the Company or directly to the Company.

Vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, any request for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form

with the depositories. Therefore, Members are requested to dematerialize the Equity Shares of the Company held by them, promptly.

14. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the Meeting.
15. During the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (Three) days' of notice in writing is given to the Company.
16. The Register of Members and Share Transfer Books will remain closed from Tuesday, August 6, 2019 to Tuesday, August 13, 2019 (both days inclusive) for the purposes of determining the names of Members eligible for payment of Final Dividend, if declared at the AGM.

## 17. Procedure for Remote E-voting

E-voting: In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to the Members the facility to exercise their vote for business to be transacted in this notice of AGM by electronic means through e-voting facility provided by Central Depository Services (India) Limited ("CDSL"). Members who are holding shares in physical or dematerialized form as on Tuesday, August 6, 2019 may exercise their vote by electronic means.

### The instructions for Members voting electronically are as under:

- (i) The voting period begins on Friday, August 9, 2019 at 9.00 a.m. (IST) and ends on Monday, August 12, 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., Tuesday, August 6, 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 then follow the steps given below.

For Members holding shares in Demat / Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to enter the first five letters "NPGIL" and the 5 digits of the sequence number printed on the address label/ Email</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. 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 Custodians 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). Members may also contact Mr. Mehboob Lakhani, Asst. Manager, CDSL on Ph: 1800225533.

18. General instructions / information for Members for voting on the Resolutions:

- a) Voting at AGM: The Members who have not casted their vote through Remote E-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice.

Members who have already cast their votes by Remote E-voting are eligible to attend the Meeting, however these Members are not entitled to cast their vote again at the Meeting. A Member can opt for only a single mode of voting, i.e., through Remote E-voting or voting at the AGM. In case a Member casts votes by both the modes then voting done through Remote E-voting facility shall prevail and voting at the AGM shall not be considered.

- b) 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., Tuesday, August 6, 2019. Members are eligible to cast their vote either through Remote E-voting or at the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- c) The poll process shall be conducted and scrutinized and a Report thereon will be prepared in accordance with Section 109 of the Act read with the Companies (Management and Administration) Rules, 2014.
- d) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Tuesday, August 6, 2019 may follow the

instructions for voting on the resolutions as mentioned in point no.17 of the Notice of AGM.

- e) Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership no. FCS 7132) or failing him Ms. Bhavana Shewakramani (Membership No. FCS 8636) of M/s. A. N. Ramani & Co., Company Secretaries have been appointed as the Scrutinizers to scrutinize the Remote E-voting process as well as the voting by way of poll, to be conducted at the AGM, in a fair and transparent manner.
- f) The Scrutinizer, after scrutinizing the votes cast at the Meeting and through Remote E-voting will not later than 48 (Forty Eight) hours of conclusion of the Meeting, make the Scrutinizer's Report and submit the same to the Chairman or a person duly authorised by the Chairman who shall counter sign and declare the Results of the voting.

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 CDSL, viz., [www.evotingindia.com](http://www.evotingindia.com) and the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

19. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Tuesday, August 13, 2019, subject to receipt of the requisite number of votes in favour of the Resolutions.

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

The following Explanatory Statement sets out all the material facts relating to the Special



business mentioned under Item No.5 to 12 of the accompanying Notice dated May 13, 2019.

#### Item Nos.5 and 6:

The managerial remuneration paid to Ms. Tanya Dubash, designated as “Executive Director & Chief Brand Officer” of the Company and Mr. Nitin Nabar, Whole Time Director designated as “Executive Director & President (Chemicals)” of the Company (“said Directors”) during the Financial Year 2018-19 exceeded the limit specified under Section 197 of the Companies Act, 2013 (“the Act”).

The Company had made applications to Central Government in the Financial Year 2017-18 seeking its approval for waiver of excess remuneration paid / to be paid to the said Directors for the Financial Years 2016-17, 2017-18 and 2018-19. The said applications were abated by the Central Government on November 1, 2018 pursuant to notification of the new provisions which now requires the Company to seek approval of the Members for waiver of the excess remuneration paid to the Directors.

Therefore, the Members are requested to grant their approval for waiver of excess managerial remuneration paid to the said Directors during the Financial Year 2018-19.

Ms. Tanya Dubash and Mr. Nitin Nabar may be deemed to be interested in the resolutions as mentioned at Item Nos. 5 and 6, respectively. Ms. Tanya Dubash is the daughter of Mr. Adi Godrej, accordingly, Mr. Adi Godrej may be deemed to be interested in the resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board of Directors recommend the Special Resolutions set forth in Item Nos. 5 and 6 for approval of the Members.

The following additional information as per item (iv) of third proviso of Section II of Part II of

Schedule V to the Companies Act, 2013 is given below:

## I. General Information:

**1. Nature of Industry:** The Company is engaged in the business of manufacture and marketing of oleo-chemicals, their precursors and derivatives, bulk edible oils, estate management and investment activities.

**2. Date or expected date of commencement of commercial production:** March, 1988.

**3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable as the Company is an existing Company.

### 4. Financial Performance based on given indicators:

₹ crore

Particulars	FY 2018-19	FY 2017-18
Total Income	1,941.99	2,287.40
Expenditure other than Interest and Depreciation	1,738.90	1,749.51
Profit before Interest, Depreciation and Tax	203.09	537.89
Interest (net)	239.59	212.43
Profit Before Depreciation and Tax	(36.50)	325.46
Depreciation	54.30	68.58
Profit Before Tax and Exceptional Items	(90.80)	256.88
Provision for Current Tax	0	13.60
Provision for Deferred Tax	(0.07)	1.77
Net Profit	(90.73)	241.51

**5. Foreign Investments and Collaborations, if any:** The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year.

## II. Information about the Appointees:

### 1. Background Details:

(a) **Ms. Tanya Dubash:** Ms. Tanya Dubash

serves as the Executive Director and Chief Brand Officer of Godrej Industries Ltd., and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand. Ms. Tanya Dubash is a Director on the Board of Godrej Consumer Products Limited and Godrej Agrovet Limited. She also serves on the boards of Britannia, AIESEC and India@75.

Ms. Tanya Dubash was a member on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015. She was a trustee of Brown University between 2012 and 2018 and continues to be member of the Brown India Advisory Council and on the Watson Institute Board of Overseers.

Ms. Tanya Dubash was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown University, USA, and an alumna of the Harvard Business School.

(b) **Mr. Nitin Nabar:** Mr. Nitin Nabar is currently the Executive Director & President (Chemicals) of Godrej Industries Limited. Mr. Nitin Nabar is also a member of the Godrej Management Committee, the apex decision-making body of the Godrej Group. Mr. Nitin Nabar joined the Group in June 1985 as a Trainee, after completing his B.Sc (Tech) degree from ICT. He is also a Management Graduate with specialisation in Marketing from Welingkar Institute of Management Development and Research, Mumbai. In his 33 years at Godrej, Mr. Nitin Nabar has held leadership roles across the sales, marketing, commodities, imports and exports, supply chain management and purchase functions.

## 2. Past remuneration:

During the Financial Year ended March 31, 2018, ₹ 6,67,57,930/- and ₹ 3,50,11,307/- was paid as remuneration to Ms. Tanya Dubash and Mr. Nitin Nabar, respectively.

## 3. Recognition and Awards:

Ms. Tanya Dubash was recognized by the World Economic Forum as a Young Global Leader in 2007.

Mr. Nitin Nabar has been recently recognised by ICT with the UAA-ICT Distinguished Alumnus (Professional) Award 2018.). He is a Committee Member in CHEMEXCIL (an export promotion council for the chemicals industry).

## 4. Job profile Suitability:

**Ms. Tanya Dubash:** She is on the board of several Godrej Group companies including Godrej Consumer Products Limited and Godrej Agrovet Limited. As an Executive Director & Chief Brand Officer, she is charged with the responsibility of enhancing the value of the Godrej Brand and evolving the Group to a more Brand driven organization. She heads the Strategic Marketing Group (SMG) that guides the Godrej Masterbrand and portfolio strategy, and chairs a Marketing Council comprising of Group Marketing Heads. She also heads Corporate Communications and Media for the Group. She is a Trustee of the Brown University and a member of the Brown - India Advisory Council.

**Mr. Nitin Nabar:** He was instrumental in building up the Chemicals business globally, during his tenure as the head of sales and marketing. Today, this business, which Mr. Nitin Nabar now heads, ranks among India's leading manufacturer of oleo-chemicals and surfactants, and its products are exported to over 80 countries in North and South America, Asia, Europe, Australia and Africa. He is passionate about driving the Group's commitment to sustainable business growth, built on the concept of shared values. Under his leadership, the Chemicals business introduced several sustainability initiatives, which have been recognised in external forums. Some of these include CII, FICCI, ICC acknowledgements of Environmental Best Practices and Energy Efficiency initiatives.

## 5. Remuneration:

The approval of the Members is being sought for waiver of excess managerial remuneration paid to Ms. Tanya Dubash and Mr. Nitin Nabar, Whole Time Directors as follows:-

### (A) Ms. Tanya Dubash

Amount in ₹

Particulars	F.Y. 2018-19
Ceiling on managerial remuneration as per Companies Act, 2013	1,20,00,000
Amount actually paid as Remuneration	6,11,29,712
<b>Excess Remuneration</b>	<b>4,91,29,712</b>

### (B) Mr. Nitin Nabar

Amount in ₹

Particulars	F.Y. 2018-19
Ceiling on managerial remuneration as per Companies Act, 2013	1,20,00,000
Amount actually paid as Remuneration	4,24,27,014
<b>Excess Remuneration</b>	<b>3,04,27,014</b>

## 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Ms. Tanya Dubash and Mr. Nitin Nabar, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

## 7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration paid to Ms. Tanya Dubash and Mr. Nitin Nabar, they do not have any other pecuniary relationship with

the Company or relationships with any other managerial personnel and Directors except that Ms. Tanya Dubash is the daughter of Mr. Adi Godrej.

## III. Other Information:

Reasons of loss or inadequate profits:	Godrej Industries Limited (GIL) has interest in various businesses directly and through its subsidiaries and associates. GIL including its subsidiaries and associates has presence in oleochemicals, property development, oil palm plantation, animal feeds and agroproducts, poultry, personal care and household care, etc. While GIL's investments in Group Companies are strategic investments, GIL does encash some of the value created from time to time by sale of such investments resulting in profits on sale of investments. This profit is to be necessarily excluded from the calculations for determining the net profits under Section 198 of the Companies Act, 2013 in order to ascertain the limit for overall maximum managerial remuneration. If GIL was allowed to consider such profits (e.g. profit on sale of investments), the Company may be well within its limit.
Steps taken or proposed to be taken for improvement:	
Expected increase in productivity and profits in measurable terms:	

### Item No. 7

The Nomination and Remuneration Committee and the Board of Directors through Circular Resolutions passed dated March 12, 2019 and March 13, 2019 respectively, had recommended appointment of Ms. Rashmi Joshi as the Non-Executive Independent Director of the Company, subject to the approval of the Members, for a term of 5 (Five) consecutive years effective from March 15, 2019 upto March 14, 2024.

The Company has received the consent from Ms. Rashmi Joshi and also her declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meets the criteria of independence as prescribed under

Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Ms. Rashmi Joshi is independent of the management of the Company and in the opinion of the Board of Directors of the Company, she fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as an Independent Director of the Company.

A copy of the draft letter of appointment in respect of Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members at the Registered Office of the Company upto the date of AGM during all days between 10.00 a.m. (IST) to 4.00 p.m. (IST), excluding Saturdays, Sundays and Public Holidays.

The brief profile of Ms. Rashmi Joshi, along with her other details, are provided elsewhere in this Notice. The Board is of the opinion that Ms. Rashmi Joshi's strong financial background and vast experience of over 25 years in Finance function of FMCG, Consumer Durable and Pharma companies would be valuable to the Company's performance and growth.

#### **Brief profile of Ms. Rashmi Joshi is as under:**

With over 25 years of experience in Finance function of FMCG, Consumer Durable and Pharma companies, Ms. Rashmi Joshi is currently the Chief Financial Officer and Whole time Director of Castrol India Limited – India's leading lubricant company, with a market cap of over ₹ 15,000 Crore. Castrol India is part of BP plc – one of the leading energy companies in the world. Ms. Rashmi Joshi is the first woman Executive Director on the Board of Castrol India Limited and is also a member of the India Country Leadership Team as well as Global Lubricants Finance Leadership Team. Prior to the current role, she was based in Singapore for 4 years as Castrol's Asia & Pacific Planning & Performance Manager. In that role she was responsible for leading the

financial planning and performance management process for the Lubricants business in the Asia & Pacific region consisting of 17 countries. She also led finance teams for a cluster of 5 countries covering Middle East, Saudi Arabia, Pakistan, Korea and Taiwan. The role took her to various parts of the world and was very enriching in terms of multicultural experience it offered. While in Singapore she also served as a Non- Executive Director on the Board of Castrol Philippines. Ms. Rashmi Joshi is a qualified Chartered Accountant and Company Secretary. Ms. Rashmi Joshi's work has been recognized through a number of awards and more recently she was awarded **FE CFO of the year 2018** in large enterprises category by Express Group of publications. She was also awarded the title of '**Best Woman CFO**' in April 2016 at Yes Bank BW Business World CFO awards.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations. Detailed disclosure in terms of Regulation 36(3) of the Listing Regulations is given elsewhere in this Notice.

Other than Ms. Rashmi Joshi and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 7 of this Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members.

#### **Item nos. 8 and 9**

The Nomination and Remuneration Committee and the Board of Directors at its Meeting held on May 13, 2019 have recommended appointment of Dr. Ganapati Yadav and Mr. Mathew Eipe as the Non-Executive Independent Directors of the Company, subject to the approval of the Members, for a term of 5 (Five) consecutive years effective from May 13, 2019 upto May 12, 2024.

The Company has received the consents from Dr. Ganapati Yadav and Mr. Mathew Eipe and also

their declarations confirming that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Listing Regulations.

Dr. Ganapati Yadav and Mr. Mathew Eipe are independent of the management of the Company and in the opinion of the Board of Directors of the Company, they fulfil the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Independent Directors of the Company.

A copy of the draft letter of appointment in respect of Independent Directors setting out the terms and conditions would be available for inspection without any fee to the Members upto the date of AGM at the Registered Office of the Company during all days between 10.00 a.m. (IST) to 4.00 p.m. (IST), excluding Saturdays, Sundays and Public Holidays.

The brief profile of Dr. Ganapati Yadav and Mr. Mathew Eipe, along with their other details, are provided elsewhere in this Notice. The Board is of the view that given the vast experience, expertise and research devoted to the Chemical Engineering field by Dr. Ganapati Yadav and Mr. Mathew Eipe, association with the Company would be in the best interest for the Company's growth and development.

**Brief profile of Dr. Ganapati Yadav is as under:**

Dr. Ganapati Yadav is the Founding Vice Chancellor and R. T. Mody Distinguished Professor, and Tata Chemicals Darbari Seth Distinguished Professor of Innovation and Leadership of the Institute of Chemical Technology (ICT), Mumbai. He is J. C. Bose National Fellow, Conjoint Professor University of New Castle, Australia and University of Saskatchewan, Canada. He was conferred Padma Shri by the President of India in 2016 for his outstanding contributions to Science and Engineering. He has won over 125 national and international honours, awards, fellowships, editorships, etc. He has completed B. Chem.

Eng. Ph.D. (Tech.), D.Sc. (Hon. Causa, DYPK), FTWAS, FNA, FASc, FNASc, FNAE, FRSC (UK), FISTE, FICHEM (UK), FIICHE, FICS. He is a member of Maharashtra Innovation Council. He is Chairman, Waste Management Expert Committee, DST-Govt of India, and serves on Boards of two companies as Independent Director. Recently he was a member of review of functioning of Central Insecticide Board and Registration Committee of Ministry of Agriculture and Farmers Welfare, Review Committee of IISER Pune, Member of Selection Committee of Directors of IIT, MHRD, etc.

**Brief profile of Mr. Mathew Eipe is as under:**

Mr. Mathew Eipe joined Godrej Soaps Limited as a management trainee in 1977 after completing his graduate Chemical Engineering studies at IIT Mumbai, and his post graduate studies in Business Management at IIM Calcutta. In 1994, he was appointed as Sr. Vice President Marketing in the Chemicals Division of Godrej Soaps Limited from 1995 to 2000. He led the successful turnaround and integration of GGIC (Gujarat Godrej Innovative Chemicals) with Godrej Soaps Limited. In 2001, after the demerger of Godrej Soaps Limited he was appointed as Executive Director and President (Chemicals) at Godrej Industries Limited and headed the Chemicals business till his retirement in 2013. During 2010 to 2013, he led the team that successfully relocated the Chemicals factory from Vikhroli to a world class manufacturing facility at Ambernath near Mumbai. He served on the Board of Godrej Industries Limited from 2001 till his retirement in 2013. He was a member of the Group Management Committee from 1994 till 2013.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations. Detailed disclosure in terms of Regulation 36(3) of the Listing Regulations is given elsewhere in this Notice.

Other than Dr. Ganapati Yadav and Mr. Mathew Eipe and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution as set

out in Item Nos.8 and 9 of this Notice.

The Board recommends the Ordinary Resolutions as set out at Item Nos. 8 and 9 of the Notice for approval by the Members.

#### **Item nos. 10 and 11**

Mr. Keki Elavia and Mr. Kavas Petigara were appointed as the Independent Directors of the Company for a term of 5 (Five) years starting from the conclusion of the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting held on August 9, 2014 upto August 8, 2019.

The Nomination and Remuneration Committee and the Board of Directors at their Meetings held on May 13, 2019, had recommended re-appointment of Mr. Keki Elavia as the Non-Executive Independent Director of the Company, subject to the approval of the Members, for a second term starting from August 9, 2019 upto March 31, 2021.

Further, the Nomination and Remuneration Committee and the Board of Directors at their Meetings held on May 13, 2019, had also recommended re-appointment of Mr. Kavas Petigara as the Non-Executive Independent Director of the Company, subject to the approval of the Members, for a second term starting from August 9, 2019 upto July 8, 2023.

The Company has received the consents from aforementioned directors and also their declaration confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on their performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and expertise in their relevant fields and invaluable contribution made by the Directors during their tenure, continued

association of Mr. Keki Elavia and Mr. Kavas Petigara would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Mr. Keki Elavia and Mr. Kavas Petigara are independent of the management of the Company and in the opinion of the Board of Directors of the Company, they fulfil the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Independent Directors of the Company.

A copy of the draft letter of appointment in respect of Independent Directors setting out the terms and conditions would be available for inspection without any fee to the Members upto the date of AGM at the Registered Office of the Company during all days between 10.00 a.m. (IST) to 4.00 p.m. (IST), excluding Saturdays, Sundays and Public Holidays.

#### **Brief profile of Mr. Keki Elavia is as under:**

Mr. Keki Elavia is a Chartered Accountant in Public Practice. He serves as a Director on the Board of various listed and unlisted companies. He is a member of India UK Accountancy Task Force, constituted by the Ministry of Commerce, Government of India. He is also a trustee of educational and medical trusts. The Reserve Bank of India appointed Mr. Keki Elavia as a member of the Indian Advisory Committee of the Hong Kong and Shanghai Banking Corporation Limited, where he was the Chairman of its Audit and Corporate Governance Committee.

#### **Brief profile of Mr. Kavas Petigara is as under:**

Mr. Kavas Petigara is the Founder-Partner of Scitech Corporation, which manufactures a range of Industrial, Institutional and Household Chemical Specialties and Surface-finishing Compounds for the Metal-finishing industry. He has Bachelor's, Masters and Ch.E. degrees in Chemical Engineering from the Massachusetts Institute of Technology, USA and has extensive experience, spanning more than 4 decades, in chemical and allied industries in India and abroad. He is an Independent Director on the

Boards of Godrej Industries Limited, Godrej & Boyce Mfg. Co. Limited, Godrej Agrovet Limited and Creamline Dairy Products Limited.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations. Detailed disclosure in terms of Regulation 36(3) of the Listing Regulations is given elsewhere in this Notice.

Other than Mr. Keki Elavia and Mr. Kavas Petigara and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions as set out in Item Nos. 10 and 11 of this Notice.

The Board recommends the Special Resolutions as set out at Item Nos. 10 and 11 of the Notice for approval by the Members.

#### **Item No.12**

The Board of Directors of the Company, based on recommendations of the Audit Committee, has appointed M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai, as the "Cost Auditors" of the Company for the Financial Year 2019-20, pursuant to Section 148 and other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on May 13, 2019.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3,04,000/- (Rupees Three Lakh Four Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Members.

Based on the certification received from the Cost Auditors, it may be noted that:-

- (a) the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- (b) their appointment is in accordance with the

- limits specified in Section 141(3)(g) of the Act;
- (c) none of their Partners is in the whole-time employment of any Company; and
- (d) they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 12.

The Board recommends the Ordinary Resolution set forth in Item No. 12 for approval of the Members.

Date and Place: May 13, 2019, Mumbai

By Order of the Board of Directors  
of Godrej Industries Limited

Tejal Jariwala  
Company Secretary & Compliance Officer  
(FCS 9817)

#### **Registered Office:**

Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079, Maharashtra  
Tel.: +91 22 2518 8010;  
Fax: +91 22 2518 8066;  
Website: [www.godrejindustries.com](http://www.godrejindustries.com);  
Email: [investor@godrejinds.com](mailto:investor@godrejinds.com);  
CIN: L24241MH1988PLC097781

**Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India (Details as on March 31, 2019)**

<b>Name of the Directors</b>	<b>Mr. Jamshyd Godrej</b>	<b>Ms. Tanya Dubash</b>	<b>Mr. Nitin Nabar</b>	<b>Ms. Rashmi Joshi</b>
Age	70	50	55	52
Nationality	Indian	Indian	Indian	Indian
Date of appointment	07/03/1988	01/08/1996	01/05/2013	15/03/2019
Qualification	B.E. Mechanical, Illinois Institute of Technology, USA	AB, Economics & Political Science, Brown University, USA., Advanced Management Program, Harvard Business School	B.Sc (Tech) University of Mumbai and Management Graduate, Welingkar Institute of Management Development and Research, Mumbai	B. Com, Chartered Accountant and Company Secretary
Nature of expertise in specific functional area	Engineering and Management	Marketing	Sales, Marketing, Commodities, Exports, Imports and Purchase	Finance function of FMCG, Consumer Durable and Pharma companies
Directorships held in other companies (excluding Foreign Companies and Section 8 Companies)	<p><b>Listed Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej Agrovet Limited</li> <li>- Godrej Consumer Products Limited</li> <li>- Godrej Properties Limited</li> </ul> <p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej &amp; Boyce Manufacturing Company Limited</li> </ul> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>- Illinois Institute of Technology (India) Private Limited</li> <li>- Godrej UEP Private Limited</li> </ul>	<p><b>Listed Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej Agrovet Limited</li> <li>- Godrej Consumer Products Limited</li> <li>- Britannia Industries Limited</li> </ul> <p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Ensemble Holdings &amp; Finance Limited</li> <li>- Natures Basket Limited</li> <li>- Godrej Seeds &amp; Genetics Limited</li> </ul> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej Holdings Private Limited</li> <li>- Innovia Multiventures Private Limited</li> </ul>	<p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Ensemble Holdings &amp; Finance Limited</li> </ul>	<p><b>Listed Companies:</b></p> <ul style="list-style-type: none"> <li>Castrol India Limited</li> </ul> <p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>Thirdware Solutions Limited</li> </ul>



Name of the Directors	Mr. Jamshyd Godrej	Ms. Tanya Dubash	Mr. Nitin Nabar	Ms. Rashmi Joshi
Chairmanships/ Memberships of Committees held in Committees of other companies	<p><b><u>Godrej &amp; Boyce Manufacturing Company Limited:</u></b> Member of Corporate Social Responsibility Committee</p> <p><b><u>Godrej Consumer Products Limited:</u></b> Member of Stakeholders Relationship Committee</p>	<p><b><u>Godrej Consumer Products Limited:</u></b> Member of Corporate Social Responsibility Committee</p> <p><b><u>Natures Basket Limited:</u></b> Chairperson of Audit Committee;</p> <p>Member of Nomination &amp; Remuneration Committee</p> <p><b><u>Godrej Seeds and Genetics Limited:</u></b> Chairperson of Corporate Social Responsibility Committee</p>	None	<p><b><u>Castrol India Limited:</u></b> Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee</p> <p><b><u>Thirdware Solutions Limited:</u></b> Chairperson of Audit Committee;</p> <p>Member of Nomination &amp; Remuneration Committee and Corporate Social Responsibility Committee</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company <i>inter-se</i>	None	Daughter of Mr. A. B. Godrej, Chairman	None	None
No. of Equity Shares held by Director:				
By Self:	1,90,838	7,41,755	31,933	Nil
As a beneficial owner of:	<p>91,60,215 (as Trustee of JNG Family Trust)</p> <p>99,99,783 (as Trustee of Raika Lineage Trust)</p> <p>9,97,085 (as Trustee of Raika Godrej Family Trust)</p> <p>1,00,00,733 (as Trustee of Navroze Lineage Trust)</p>	<p>94,14,449 (as Trustee of TAD Family Trust)</p> <p>1,15,07,016 (as Trustee of ABG Family Trust)</p>	Nil	Nil
Number of Meetings of the Board attended during the Financial Year 2018-19	3	5	5	Not Applicable

Name of the Directors	Dr. Ganapati Yadav	Mr. Mathew Eipe	Mr. Keki Elavia	Mr. Kavas Petigara
Age	66	66	73	70
Nationality	Indian	Indian	Indian	Indian
Date of appointment	13/05/2019	13/05/2019	28/05/2013	30/01/2002
Qualification	B. Chem. Eng. Ph.D. (Tech). D.Sc (Hon. Causa, DYPK), FTWAS, FNA, FASc, FNASc, FNAE, FRSC (UK), FISTE, FICHEM (UK), FIICHE, FICS	B.Tech. in Chemical Engineering, IIT, Mumbai, Post Graduate Diploma in Management (PGDM), IIM, Calcutta	Chartered Accountant	B.S., M.S., Ch.E., MIT – USA
Nature of expertise in specific functional area	Chemical Engineering, Energy Engineering, Biotechnology, Nanotechnology, Green technology, etc.	Marketing and Business Management in Chemicals Business.	Finance, Accounts, Company Law, Banking and Corporate Governance	Chemicals
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company <i>inter-se</i>	None	None	None	None
Directorships held in other companies (excluding Foreign Companies and Section 8 Companies)	<p><b>Listed Companies:</b></p> <ul style="list-style-type: none"> <li>- Aarti Industries Limited</li> </ul> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>- Clean Science and Technology Private Limited</li> </ul>	<p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Unitherm Engineers Limited</li> </ul>	<p><b>Listed Companies:</b></p> <ul style="list-style-type: none"> <li>- Goa Carbon Limited</li> <li>- Dai-ichi Karkaria Limited</li> <li>- Grindwell Norton Limited</li> <li>- The Bombay Dyeing and Manufacturing Company Limited</li> <li>- Britannia Industries Limited</li> </ul> <p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej &amp; Boyce Manufacturing Company Limited</li> <li>- Tata Asset Management Limited</li> <li>- Go Airlines (India) Limited</li> <li>- Sterling and Wilson Solar Limited</li> </ul> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>- Wonder Space Properties Private Limited</li> <li>- Wonder City Buildcon Private Limited</li> <li>- Phoenix Arc Private Limited</li> </ul>	<p><b>Listed Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej Agrovet Limited</li> </ul> <p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej &amp; Boyce Manufacturing Company Limited</li> <li>- Creamline Dairy Products Limited</li> </ul>

Name of the Directors	Dr. Ganapati Yadav	Mr. Mathew Eipe	Mr. Keki Elavia	Mr. Kavas Petigara
Chairmanships/ Memberships of Committees held in Committees of other companies	Nil	Nil	<p><b><u>Goa Carbon Limited:</u></b> Chairman of Nomination &amp; Remuneration Committee; Member of Audit Committee, Corporate Governance Committee, Project Committee, Resource Raising Committee</p> <p><b><u>Dai-ichi Karkaria Limited:</u></b> Chairman of CSR Committee Member of Audit Committee and Nomination &amp; Remuneration Committee</p> <p><b><u>Grindwell Norton Limited:</u></b> Chairman of Audit Committee, CSR Committee and Nomination &amp; Remuneration Committee</p> <p><b><u>The Bombay Dyeing and Manufacturing Company Limited:</u></b> Chairman of Audit Committee; Member of Risk Management Committee</p> <p><b><u>Britannia Industries Limited:</u></b> Chairman of Audit Committee; Member of Risk Management Committee</p> <p><b><u>Godrej &amp; Boyce Manufacturing Company Limited:</u></b> Chairman of Audit Committee; Member of Nomination &amp; Remuneration Committee, CSR Committee and Stakeholders' Committee</p> <p><b><u>Tata Asset Management Limited:</u></b> Member of Audit Committee, Nomination &amp; Remuneration Committee and CSR Committee</p> <p><b><u>Go Airlines (India) Limited:</u></b> Chairman of Audit Committee</p> <p><b><u>Sterling and Wilson Solar Limited:</u></b> Chairman of Nomination &amp; Remuneration Committee, CSR Committee; Member of Audit Committee</p> <p><b><u>Wonder City Buildcon Private Limited:</u></b> Member of CSR Committee</p> <p><b><u>Phoenix ARC Private Limited:</u></b> Member of Share Allotment Committee and Audit Committee</p>	<p><b><u>Godrej Agrovet Limited:</u></b> Chairman of Audit Committee</p> <p><b><u>Godrej &amp; Boyce Manufacturing Company Limited:</u></b> Chairman of Stakeholders' Relationship Committee;</p> <p>Member of Audit Committee and Nomination &amp; Compensation Committee</p>
No. of Equity Shares held by Director:				
By Self: As a beneficial owner of:	Nil Nil	82,434 Nil	Nil Nil	Nil Nil
Number of Meetings of the Board attended during the Financial Year 2018-19	Not Applicable	Not Applicable	5	5