



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; **Website:** www.godrejindustries.com

NOTICE CONVENING MEETING OF DEBENTURE HOLDERS (ISIN : INE233A08048)

NOTICE is hereby given that a Meeting of the Debenture Holders of **GODREJ INDUSTRIES LIMITED (“the Company”)** will be held on **Monday, December 18, 2023 at 5:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) [Meeting No. DHM/1/2023-2024] to transact the following business:

SPECIAL BUSINESS:

- 1) TO CONSIDER AND APPROVE AMENDMENT(S) TO THE TERMS / CONDITIONS OF THE UNSECURED NON-CONVERTIBLE DEBENTURES OF THE COMPANY ISSUED UNDER THE ISIN INE233A08048**

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

“RESOLVED THAT pursuant to Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of the Debenture Trust Deed(s) (including Master Supplementary Debenture Trust Deed) dated May 12, 2021 and August 21, 2023 entered into between the Company and Catalyst Trusteeship Limited (“Trustee”) acting in their capacity as the Debenture Trustees and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any modification(s) / amendment(s) / re-enactment(s) thereto), the Placement Memorandum / Information Memorandum / Transaction Document(s) in relation to the Unsecured Listed Rated Redeemable Non-convertible Debentures of the Company under ISIN INE233A08048 (“NCD”) issued to various investors (“Debenture Holders”) and subject to other applicable laws, rules, regulations, guidelines, contracts, transaction documents, if any, the consent of the Debenture Holders be and is hereby accorded to:

- (a) Modification of a covenant relating to financial indebtedness of the Company as below:**

Existing Covenant reads as below:

The Company / Issuer shall not avail any Financial Indebtedness exceeding an amount of INR 7,500,00,00,000 and shall ensure that any new lender/creditor providing any financial indebtedness to the Issuer shall not have any superior terms in respect of creation of any security in favour of such new lender/creditor, by way of an encumbrance over the equity shares of the Listed Companies held by the Issuer.

Revised Covenant shall read as below:

The Company / Issuer shall not avail any Financial Indebtedness exceeding an amount of INR 12,000,00,00,000 and shall ensure that any new lender/creditor post October 27, 2023 providing any financial indebtedness to the Issuer shall not have any superior terms in respect of creation of any security in favour of such new lender/creditor, by way of an encumbrance over the equity shares of the Listed Companies held by the Issuer;

and;

(b) Revision of Coupon Rate for ISIN INE233A08048 with effect from October 27, 2023:

The Coupon Rate for ISIN INE233A08048 stands increased from 6.92% per annum (Six point Nine Two percent per annum) to 7.17% per annum (Seven point One Seven percent per annum) with effect from October 27, 2023.

RESOLVED FURTHER THAT the Trustees, in consultation with the Company, be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) and execute all such document(s) and writing(s), as it may be necessary or incidental thereto; and authorise its Official(s) for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.

RESOLVED FURTHER THAT Mr. Nadir Godrej, Chairman & Managing Director, Ms. Tanya Dubash, Executive Director and Chief Brand Officer, Mr. Nitin Nabar, Executive Director and President (Chemicals), Mr. Clement Pinto, Chief Financial Officer, Ms. Tejal Jariwala, Company Secretary & Compliance Officer of the Company and/or the Management Committee of the Board of Directors of the Company be and are hereby severally authorized to sign 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 terms and conditions, to delegate all or any of the above powers to any Committee(s) 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 the aforesaid resolution including but not limited to execution of necessary document(s), updating / amending the transaction documents like Placement Memorandum / Information Memorandum / General Information Document / Key Information Document, intimate Statutory Authority(ies), Stock Exchange(s), such other authority(ies) as may be required.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly."

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

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

Date and Place: October 25, 2023, Mumbai

Registered Office:

Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai- 400 079, Maharashtra
Tel No.: 022-2518 8010
Fax No.: 022-2518 8066
Website: www.godrejindustries.com
Email: investor@godrejinds.com
CIN: L24241MH1988PLC097781

Notes:

1. Explanatory Statement pursuant to applicable provisions of the Companies Act, 2013 ("the Act") and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India for Special Business under Item No.1 of the Notice is annexed hereto.
2. The relevant documents referred to in the accompanying Notice and Explanatory Statement, shall be made available for inspection electronically in accordance with the applicable statutory requirements based on the requests received by the Company on investor@godrejinds.com.
3. In compliance with applicable Circular(s) issued by the Ministry of Corporate Affairs read with the Circulars issued by the Securities and Exchange Board of India and in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Meeting of the Debenture Holders of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Debenture Holders at a common venue.

In terms with the Secretarial Standards issued by the Institute of Company Secretaries of India, the venue of the Debenture Holders Meeting shall be deemed to be the Registered Office of the Company situated at "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra.

4. Since this Meeting is being held pursuant to the MCA and SEBI circulars through VC/OAVM, physical attendance of Debenture Holders has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Debenture Holders under Section 105 of the Act will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

Participation of Debenture Holders through VC /OAVM will be reckoned for the purpose of quorum for the Meeting as stated in point no.6 below.

5. Debenture Holders of the Company under the category of Institutional Investors / QIBs / Body Corporate(s) / Mutual Fund(s) are encouraged to attend and vote at the Meeting through VC / OAVM. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) may please attend the Meeting through VC / OAVM and vote on its behalf.
6. In terms with the provisions of the Debenture Trust Deed(s) (including Master Supplementary Debenture Trust Deed) dated May 12, 2021 and August 21, 2023 executed between the Company and Catalyst Trusteeship Limited, Debenture Trustees, it is competent to all the Debenture Holders to exercise the rights, powers and authorities of the Debenture Holders under the Deed by way of Letter(s) signed by or on behalf of the Debenture Holders without convening a Meeting of the Debenture Holders as if such letter(s) constitute a resolution or a Majority Resolution, as the case may be, passed at a meeting duly convened and held as aforesaid and shall have effect accordingly.

Accordingly, any approvals / consents received from the Debenture Holders in writing by way of a letter / document / ballot form cum consent form in connection with the proposed resolution would constitute valid consent to hold the Meeting and votes cast through the same shall be considered for the purpose of scrutinization of the voting result on the above mentioned resolution. If for any reason, the Authorised Representative of the Debenture Holders is unable to attend the Meeting to be held on Monday, December 18, 2023, and if the said Debenture holder has issued its consent in writing towards the votes cast on the resolution proposed in the Notice (either through remote e-voting / physical ballot form cum consent form), such Debenture Holder shall be considered as present for the purpose of ascertaining quorum at the Meeting.

Please find enclosed with this Notice, the Ballot Form cum Consent Form which may please be issued by the Debenture Holders on or before the date of the Meeting, i.e. latest by **December 17, 2023** to enable the Scrutinizer to consider the same. The enclosed Ballot Form cum Consent Form should be emailed to investor@godrejinds.com / tejal.jariwala@godrejinds.com / deepanjan.ghosh@godrejinds.com. The Original may be couriered to the below Registered Office Address:

Godrej Industries Limited**Kind Attention: Ms. Tejal Jariwala, Company Secretary & Compliance Officer**

Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai-400079, Maharashtra

The Debenture Holders can opt for only one mode of voting, i.e., either by remote E-voting or Physical Ballot Form cum Consent Form. In case Debenture Holders cast their vote by Physical Ballot Form cum Consent Form and remote E-voting, the voting done through Physical Ballot Form cum Consent Form shall prevail and voting done by remote E-voting will be treated as invalid.

7. The Company's Registrar and Share Transfer Agents for its Share Registry Work relating to Debentures are **Bigshare Services Private Limited**, having their office at Office No S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India.

DISPATCH OF NOTICE OF MEETING:

8. Pursuant to applicable provisions of the Companies Act, 2013 read with Listing Regulations, companies can send Notice and other communications through electronic mode to those Debenture Holders who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Accordingly, the Company is sending this Notice of Debenture Holders Meeting in electronic mode to the Debenture holders, whose e-mail address(es) are registered with the Company or the Depository Participant(s).

The Notice convening the Meeting of Debenture Holders is available on the website of the Company at www.godrejindustries.com, on the website of Stock Exchanges, i.e., BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL at www.evoting.nsdl.com.

9. VOTING:

All Debenture Holders whose names are recorded in the Register of Debenture Holders maintained by the Depositories as on the **cut-off date**, i.e., **Friday, October 20, 2023**, only shall be entitled to vote at the Debenture Holders Meeting by availing the facility of remote e-voting or by Ballot Form cum Consent Form.

Pursuant to the provisions of Regulation 59 of the Listing Regulations, and other applicable provisions of the Listing Regulations and the Companies Act, 2013, the Company is providing facility of remote e-voting to its Debenture Holders in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by Debenture Holders using remote e-voting as well as the e-voting system on the date of the Meeting will be provided by NSDL.

The Debenture Holders who have cast their vote by remote e-voting prior to the Meeting may also attend / participate in the Meeting but shall not be entitled to cast their vote again through remote e-voting.

RESULTS OF E-VOTING:

- a. Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership No. FCS 7132) or failing him Mr. Ashok Ramani (Membership No. FCS 6808) 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 Physical Ballot voting process, in a fair and transparent manner.
- b. The Scrutinizer, after scrutinizing the e-voting completed through Ballot voting 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. The Results shall be declared within 48 (Forty-Eight) hours after the conclusion of the Meeting.

- c. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., www.godrejindustries.com immediately after the Results are declared and will simultaneously be communicated to NSDL, viz., www.evoting.nsdl.com and the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed.
- d. Voting Rights shall be reckoned on the paid-up value of NCDs registered in the name of the Debenture Holders as on the cut-off date i.e., **Friday, October 20, 2023**. A person, whose name is recorded in the Register of Debenture Holders (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., **Friday, October 20, 2023**, only shall be entitled to avail the facility of remote e-voting and Physical Ballot voting.

• **THE INSTRUCTIONS FOR DEBENTURE HOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

The voting period begins on **Monday, December 11, 2023 at 9:00 a.m. (IST)** and ends on **Sunday, December 17, 2023, at 5:00 p.m. (IST)**. During this period, the Debenture Holders of the Company, holding NCDs in dematerialized form, as on the cut-off date, i.e., **Friday, October 20, 2023**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual Debenture Holders holding NCDs in demat mode

In terms of the applicable SEBI Circular(s) on e-Voting facility provided by Listed Companies, Debenture Holders holding Non-Convertible Debentures in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Login method for individual Debenture Holders holding securities in demat mode is given below:

Type of Debenture Holders	Login Method
Individual Debenture Holders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt user to enter their existing User ID and Password. After successful authentication, user will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and user will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and user will be re-directed to e-Voting website of NSDL for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Debenture Holders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. User will have to enter their User ID (i.e. sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, user will be redirected to NSDL Depository site wherein user can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and user will be redirected to e-Voting website of NSDL for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Debenture Holders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Debenture Holders holding securities in demat mode with CDSL.	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website at www.cdslindia.com and click on “Login” icon & “New System Myeasi” Tab and then use their existing Myeasi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on “Login” & “New System Myeasi” Tab and then click on “Registration” option.</p>

Type of Debenture Holders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Debenture Holders (holding securities in demat mode) login through their Depository Participants	User can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, user will be able to see e-Voting option. Click on e-Voting option, user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein user can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and user will be redirected to e-Voting website of NSDL for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Debenture Holders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Debenture Holders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Debenture Holders holding securities in demat mode with NSDL	Debenture Holders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Debenture Holders holding securities in demat mode with CDSL	Debenture Holders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for Debenture Holders other than Individual Debenture Holders holding securities in demat mode and Debenture Holders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section.
3. A new screen will open. User will have to enter their User ID, Password/OTP and a Verification Code as shown on the screen.

Alternatively, if Users are registered for NSDL eservices i.e. IDEAS, they can log-in at <https://eservices.nsdl.com/> with their existing IDEAS login. Once user log-in to NSDL eservices after using their log-in credentials, click on e-Voting and they can proceed to Step 2 i.e. Cast their vote electronically.

4. User ID details are given below :

Manner of holding Debentures i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Debenture Holders who hold NCDs in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For eg. if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Debenture Holders who hold NCDs in demat account with CDSL.	16 Digit Beneficiary ID. For eg. if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Debenture Holders holding NCDs in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For eg. if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for Debenture Holders other than Individual Debenture Holders are given below:

- If Users are already registered for e-Voting, then they can use their existing password to login and cast their vote.
- If Users are using NSDL e-Voting system for the first time, they will need to retrieve the 'initial password' which was communicated to them. Once they retrieve their 'initial password', they need to enter the 'initial password' and the system will force user to change their password.
- How to retrieve your 'initial password'?
 - If user's Email ID is registered in their demat account or with the company, their 'initial password' is communicated to them on their email ID. Trace the email sent from NSDL from user's mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for NCDs held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If user's email ID is not registered, please follow steps mentioned below in **process for those Debenture Holders whose email ids are not registered.**

6. If users are unable to retrieve or have not received the "Initial password" or have forgotten their password:

- Click on **"Forgot User Details/Password?"** (If you are holding Debentures in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- "Physical User Reset Password?"** (If you are holding Debentures in physical mode) option available on www.evoting.nsdl.com.
- If users are still unable to get the password by aforesaid two options, they can send a request at evoting@nsdl.co.in mentioning their demat account number/folio number, PAN, name and registered address etc.
- Debenture Holders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.

8. Now, user will have to click on **"Login"** button.

9. After clicking on the **"Login"** button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the Meeting on NSDL e-Voting system?

1. After successful login at Step 1, users will be able to see all the companies **"EVEN"** in which they are holding securities and whose voting cycle and Meeting is in active status.
2. Select **"EVEN"** of Company for which user wish to cast their vote during the remote e-Voting period and casting their vote during the Meeting. For joining virtual meeting, user need to click on **"VC/OAVM"** link placed under **"Join Meeting"**.
3. Now, Users are ready for e-Voting as the Voting page opens.
4. Cast vote by selecting appropriate options i.e. **assent** or **dissent**, verify/modify the number of Debentures for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. Users can also take the printout of the votes cast by them by clicking on the **"Print"** option on the confirmation page.
7. Once Users confirm their vote on the resolution, they will not be allowed to modify their vote.

General Guidelines for Debenture Holders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Debenture Holders and e-voting user manual for Debenture Holders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sagar Gudhate, Senior Manager at evoting@nsdl.co.in.

Process for those Debenture Holders whose email ids are not registered with the depositories for procuring User ID and Password and Registration of E-mail IDs for e-voting for the resolution set out in this notice:

1. In case NCDs are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor@godrejinds.com). If you are an Individual Debenture Holder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Debenture Holders holding securities in demat mode.**
2. Alternatively, Debenture Holders may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR DEBENTURE HOLDERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Debenture Holders, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.

3. Debenture Holders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR DEBENTURE HOLDERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Debenture Holder will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Debenture Holder may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, user can see link of “**VC/OAVM**” placed under “**Join meeting**” menu against “**Godrej Industries Limited**”. Users are requested to click on **VC/OAVM** link placed under Join Meeting menu. The link for VC/OAVM will be available in **Shareholder/Member** login where the **EVEN** of Company will be displayed. Please note that the Debenture Holder who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Debenture Holders are encouraged to join the Meeting through Laptops for a better experience.
 3. Further, Debenture Holder will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
10. The Special Resolution shall be deemed to be passed on the date of the Meeting, i.e., on **Monday, December 18, 2023**, subject to receipt of the requisite number of votes in favour of the Resolution.

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

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

Date and Place: October 25, 2023, Mumbai

Registered Office:

Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai- 400 079, Maharashtra
Tel No.: 022-2518 8010
Fax No.: 022-2518 8066
Website: www.godrejindustries.com
Email: investor@godrejinds.com
CIN: L24241MH1988PLC097781

EXPLANATORY STATEMENT PURSUANT TO APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special business mentioned under Item No.1 of the accompanying Notice dated October 25, 2023.

ITEM NO. 1

The Company had issued 6.92% Unsecured Rated Listed Redeemable Non-Convertible Debentures under ISIN INE233A08048 on May 14, 2021 ("NCDs"). The same are listed on the National Stock Exchange of India Limited. The NCDs were issued for a tenor of 4 years from the date of allotment / 1460 days (date of maturity: May 14, 2025). Post the issue of the NCDs, the Company had also issued other Unsecured Rated Listed Redeemable Non-Convertible Debentures under various tranches. It is felt necessary to align the covenant relating to financial indebtedness with the terms and conditions approved for other issued Non-Convertible Debentures of the Company (i.e., the Company / Issuer shall not avail any financial indebtedness exceeding an amount of INR 12,000,00,00,000). Also, the Board of Directors at its Meeting held on October 25, 2023 has approved the increase in Coupon Rate for NCDs under ISIN INE233A08048 to 7.17% per annum with effect from October 27, 2023.

As per applicable provisions of the Listing Regulations read with the Debenture Trust Deed(s) and transaction documents in connection with the said NCDs, it is necessary to obtain the approval of the Debenture Holders by way of passing a Special Resolution (i.e., three-fourth majority) for the said matters.

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 **Item No. 1** of this Notice.

The Board recommends the **SPECIAL RESOLUTION** as set out at **ITEM NO. 1** of the accompanying Notice for approval by the Debenture Holders.

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

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

Date and Place: October 25, 2023, Mumbai

Registered Office:

Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai- 400 079, Maharashtra
Tel No.: 022-2518 8010
Fax No.: 022-2518 8066
Website: www.godrejindustries.com
Email: investor@godrejinds.com
CIN: L24241MH1988PLC097781

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**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; **Website:** www.godrejindustries.com**BALLOT FORM CUM CONSENT FORM**

1	Name of the Debenture Holder	
2	Registered Address of the Debenture Holder	
3	Regd. DP ID / Client ID	
4	Number of Debentures held	

I / we hereby exercise my / our vote(s) in respect of the Special Resolution to be passed at the Meeting of the Debenture Holders scheduled to be held on Monday, December 18, 2023 as per the business stated in the Notice dated October 25, 2023, by conveying my / our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below. Further, we hereby give our consent to record our presence and accordingly ascertain quorum at the Meeting of the Debenture Holders to be held on Monday, December 18, 2023 through VC/ OAVM as stated in the Notice dated October 25, 2023:

Item No.	Description	Number of Debentures for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	SPECIAL RESOLUTION – To consider and approve amendment(s) to the terms / conditions of the Unsecured Non-Convertible Debentures of the Company issued under the ISIN INE233A08048.			

Place:**Date:**_____
Signature of Debenture Holders /Authorised Signatory**Please see the instructions overleaf for filling the Ballot Form cum Consent Form****E-VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD
126981		

Cut-off date for reckoning voting rights for Ballot and Remote E-voting	Commencement of voting by Ballot and E-voting (Start Date)	Last date of receipt of Ballot and close of E-voting (End Date)
Friday, October 20, 2023	9:00 a.m. (IST) on Monday, December 11, 2023	5:00 p.m. (IST) on Sunday, December 17, 2023

IMPORTANT INSTRUCTIONS FOR VOTING

1. Voting rights shall be reckoned on the Debentures registered in the name of Debenture Holders as on Friday, October 20, 2023. A person who is not a Debenture Holder on the cut-off date should treat this notice for information purpose only. The voting rights for Debentures are one vote per Debenture, registered in the name of the Debenture Holders 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 Debenture Holder desirous of exercising vote by physical Ballot Form cum Consent Form, may complete this Ballot Form cum Consent Form in all respects and send the scanned copy to investor@godrejinds.com / tejal.jariwala@godrejinds.com / deepanjan.ghosh@godrejinds.com, latest by **December 17, 2023**. The Original may be couriered to the below Registered Office Address:

Godrej Industries Limited

Kind Attention: Ms. Tejal Jariwala, Company Secretary & Compliance Officer

Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East),
Mumbai-400079, Maharashtra

4. Alternatively, the Debenture Holder may vote through electronic mode as per instructions for E-voting provided in the Notice sent herewith.
5. The Debenture Holders can opt for only one mode of voting, i.e., either by Physical Ballot Form cum Consent Form or E-voting. In case Debenture Holders cast their vote by Physical Ballot Form cum Consent Form and E-voting, the voting done through Physical Ballot Form cum Consent Form shall prevail and voting done by E-voting will be treated as invalid.
6. The Ballot Form cum Consent Form should be completed and signed by the Debenture Holder.
7. 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.
8. The vote(s) of a Debenture Holder will be considered invalid *inter alia* on any of the following grounds:
 - a. If a form other than the Ballot Form cum Consent Form issued by the Company is used;
 - b. If the Ballot Form cum Consent Form has not been signed by the Debenture Holder;
 - c. If the Debenture Holder has put a tick mark (✓) in both the columns, that is, for ‘**Assent**’ and also for ‘**Dissent**’ to the resolution in such manner that the aggregate NCDs voted for ‘**Assent**’ and ‘**Dissent**’ exceed the total number of NCDs held;
 - d. If the Ballot Form cum Consent Form is incomplete or incorrectly filled;
 - e. If the Debenture Holder has made any amendment to the resolution or imposed any condition while exercising his/her/their vote;
 - f. If the Ballot Form cum Consent Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Debenture Holder or the number of votes;
 - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Debenture Holder.
9. Duly completed Ballot Forms cum Consent Forms should reach the Scrutinizer / Company **on or before 5:00 p.m. (IST) on Sunday, December 17, 2023**. If any Ballot Form cum Consent Form is received after this date and time, it will be strictly treated as if reply from such Debenture Holder has not been received. The Debenture Holder are requested to send the duly completed Ballot Form cum Consent Form well before the last date.
10. Any query in relation to the Resolution proposed to be passed as per enclosed Notice of the Meeting may be sent to investor@godrejinds.com.
11. The Result of voting on the resolution will be declared within 48 (Forty-Eight) hours of the end date and will also be displayed on the website of the Company (www.godrejindustries.com) besides being communicated to the Stock Exchanges.