



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

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “**Companies Act / the Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any of the Act, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, Godrej Industries Limited (the “**Company / GIL**”) is seeking the consent of its Members by way of **Resolutions** for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with explanatory statement and Postal Ballot Form by email to all its Members who have registered their email addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members may also cast their votes by Postal Ballot, as per the instructions contained in this Notice.

The Board of Directors of the Company at its Meetings held on August 7, 2024, have approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions and the explanatory statement thereto is annexed herewith for your consideration, and you are requested to record your assent or dissent by means of Postal Ballot or remote e-voting facility provided by the Company.

Members may note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (“**CDSL**”). The e-voting facility will be available from **9:00 a.m. (IST) on Wednesday, August 14, 2024, to 5:00 p.m. (IST) on Thursday, September 12, 2024**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, August 2, 2024, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

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

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman after completion of the e-voting and scrutiny of Postal Ballot Forms. The combined results of the e-voting and Postal Ballot will be declared on or before Saturday, September 14, 2024. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act, 2013 and applicable Rules framed thereunder. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., www.godrejindustries.com immediately after the Results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

PROPOSED RESOLUTIONS ARE AS BELOW - SPECIAL BUSINESS:

1. APPROVAL FOR RAISING OF FUNDS BY WAY OF ISSUANCE OF UNSECURED NON-CONVERTIBLE DEBENTURES (NCDs) / BONDS / OTHER INSTRUMENTS AGGREGATING TO ₹3,000 CRORE (RUPEES THREE THOUSAND CRORE) AND TO DELEGATE THE POWERS TO THE MANAGEMENT COMMITTEE IN THIS REGARD

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to all applicable laws and Regulations, including but not limited to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Master / Operational Circulars issued by the Securities and Exchange Board of India [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other laws, rules, regulations, guidelines, notifications, circulars as applicable, and subject to such approvals, consents, permissions and/ or sanctions of the Central Government, Reserve Bank of India and BSE Limited, National Stock Exchange of India Limited (“Stock Exchanges”) and any other appropriate authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution] to borrow or raise funds by issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, whether Listed and/or Unlisted (“Instruments”), on private placement basis, in one or more tranches, such that the total amount does not exceed ₹3,000 Crore (Rupees Three Thousand Crore Only), during a period of 1(One) year from the date of passing of this Special Resolution by the Members, with such ranking and seniority and on such terms and conditions as may be decided by the Board to such person(s), including one or more company(ies), body corporate(s), statutory corporation(s), commercial bank(s), systematically important non-banking financial company(ies), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/ provident fund(s), individual(s) and such other person(s) eligible to invest in such Instruments [hereinafter collectively referred to as “Investors”], provided that such investors shall cumulatively not exceed 200 (Two Hundred) in number in any financial year, for such amount(s) as the Board may in its absolute discretion at any time hereafter determine, and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

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

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

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

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

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."

2. APPROVAL OF THE REQUESTS RECEIVED FOR RE-CLASSIFICATION OF CERTAIN MEMBERS OF THE PROMOTER AND PROMOTER GROUP OF GODREJ INDUSTRIES LIMITED TO 'PUBLIC' CATEGORY

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

"RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") including any modification(s) / amendment(s) / re-enactment(s) thereto and subject to approvals of BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**"), and/ or such other approval, as may be required, and pursuant to the approval of the Board of Directors at its Meeting held on August 7, 2024, the consent of the Members of the Company be and is hereby accorded for the reclassification of the following members ("**Applicants**") of the Promoter and Promoter Group of the Company, to 'Public' category, based on the requests received from them:

Name	Category	No. of Shares	Percentage Shareholding
NAVROZE JAMSHYD GODREJ	Promoter Group	0	0.00
NYRIKA HOLKAR	Promoter Group	0	0.00
RISHAD KAIKHUSHRU NAOROJI	Promoter	50	0.00
JAMSHYD NAOROJI GODREJ	Promoter	1,304	0.00
PHEROZA J. GODREJ	Promoter Group	33	0.00
RAIKA JAMSHYD GODREJ	Promoter Group	0	0.00
VIJAY M. CRISHNA	Promoter Group	0	0.00
SMITA GODREJ CRISHNA	Promoter	1,305	0.00
VIVECK CRISHNA	Promoter Group	0	0.00
VICKRAM CRISHNA	Promoter Group	0	0.00
SEETHA SHEARER	Promoter Group	0	0.00
CYRUS PHIROZE SHROFF	Promoter Group	0	0.00
YESHWANT HOLKAR	Promoter Group	0	0.00
ARIANNE AMAVA HOLKAR	Promoter Group	0	0.00

Name	Category	No. of Shares	Percentage Shareholding
J GODREJ, P GODREJ & N GODREJ (TRUSTEES - THE RAIKA GODREJ FAMILY TRUST)	Promoter Group	0	0.00
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF FVC FAMILY TRUST)	Promoter Group	84,14,608	2.50
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF NVC FAMILY TRUST)	Promoter Group	0	0.00
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF NVC CHILDREN TRUST)	Promoter Group	1	0.00
SMITA CRISHNA, VM CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF SGC FAMILY TRUST)	Promoter Group	0	0.00
SMITA CRISHNA, VM CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF VMC FAMILY TRUST)	Promoter Group	1	0.00
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF FVC CHILDREN TRUST)	Promoter Group	1	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF JNG FAMILY TRUST)	Promoter Group	0	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF RAIKA LINEAGE TRUST)	Promoter Group	0	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF NAVROZE LINEAGE TRUST)	Promoter Group	0	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF PJG FAMILY TRUST)	Promoter Group	1	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF NJG FAMILY TRUST)	Promoter Group	1	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF RJG FAMILY TRUST)	Promoter Group	1	0.00
GODREJ AND BOYCE MANUFACTURING COMPANY LIMITED	Promoter	0	0.00
FUTURE FACTORY LLP	Promoter Group	0	0.00
GODREJ & KHIMJI (MIDDLE EAST) LLC	Promoter Group	0	0.00
GODREJ (VIETNAM) CO. LTD.	Promoter Group	0	0.00
GODREJ AMERICAS INC	Promoter Group	0	0.00
GODREJ HOLDINGS PRIVATE LIMITED	Promoter Group	0	0.00
GODREJ (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
GODREJ INFOTECH (SINGAPORE) PTE LTD	Promoter Group	0	0.00
GODREJ INFOTECH AMERICAS INC	Promoter Group	0	0.00
GODREJ INFOTECH LIMITED	Promoter Group	0	0.00
GODREJ UEP (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
J T DRAGON PTE LTD.	Promoter Group	0	0.00
JNG ENTERPRISE LLP	Promoter Group	0	0.00
PARAKH AGENCIES PRIVATE LIMITED	Promoter Group	0	0.00
SVC ENTERPRISE LLP	Promoter Group	0	0.00
LVD GODREJ INFOTECH NV	Promoter Group	0	0.00
SHEETAK INC	Promoter Group	0	0.00
URBAN ELECTRIC POWER INC	Promoter Group	0	0.00
VEROMATIC INTERNATIONAL BV	Promoter Group	0	0.00
SHAKTI SUSTAINABLE ENERGY FOUNDATION	Promoter Group	0	0.00
GODREJ KOERBER SUPPLY CHAIN LIMITED	Promoter Group	0	0.00
RISHAD KAIKHUSHRU NAOROJI & OTHERS (PARTNERS OF RKN ENTERPRISES)	Promoter Group	0	0.00
GODREJ UEP PRIVATE LIMITED	Promoter Group	0	0.00

Name	Category	No. of Shares	Percentage Shareholding
INDIA WEAVES	Promoter Group	0	0.00
CYMROZA ART GALLERY	Promoter Group	0	0.00
MINILAND SCHOOL	Promoter Group	0	0.00
GODREJ ENTERPRISES PRIVATE LIMITED	Promoter Group	0	0.00
FREYAN CRISHNA BIERI	Promoter Group	13	0.00

RESOLVED FURTHER THAT for giving effect to the foregoing resolutions, any Director(s) and / or the Chief Financial Officer and / or the Company Secretary of the Company (collectively the **“Authorised Signatories”**) be and are hereby severally authorised, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, to do all acts, deeds, matters and things and execute all documents, deeds and writings, and make all necessary filings and applications, including applications to the Stock Exchanges to seek reclassification of the Applicants from ‘Promoter and Promoter Group’ category to ‘Public’ category, and take all steps and give such directions as may be required, necessary, expedient, or desirable in connection with or incidental thereto for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.

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.”

3. APPROVAL FOR APPOINTMENT OF MS. NISABA GODREJ AS A “NON-EXECUTIVE NON-INDEPENDENT DIRECTOR” OF THE COMPANY

To consider and if though fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Ms. Nisaba Godrej (DIN: 00591503) as a “Non-Executive Non-Independent Director” of the Company, liable to retire by rotation with effect from August 7, 2024.

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

Date and Place: August 7, 2024, Mumbai

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

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

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

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 (“the Companies Act / the Act”) in respect to the resolutions is annexed to this Notice.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, August 2, 2024, and who have registered their email addresses with the Company and/or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are Members of the Company as on Friday, August 2, 2024 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote on the resolutions specified in this Notice.
3. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., **Friday, August 2, 2024**. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
4. In compliance of the provisions of Sections 108 and 110 of the Act and Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited. The instructions for electronic voting are annexed to this Notice. **Members have an option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he / she / they should not vote by physical Postal Ballot Form also and vice-versa. However, in case Member casts their vote both via physical Postal Ballot Form and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot Form shall be treated invalid.**
5. E-voting will be available from **9:00 a.m. (IST) on Wednesday, August 14, 2024, to 5:00 p.m. (IST) on Thursday, September 12, 2024**. Members are requested to refer to instructions for e-voting, appended to this Notice.
6. During the voting period, Members can login to CDSL’s e-voting platform any number of times till they have voted on the Resolutions. Once the vote on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on **Friday, August 2, 2024**.
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members.
9. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are Members as on Friday, August 2, 2024 and (i) who have received this Notice by e-mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories/Depository Participants and wish to vote through Postal Ballot Form can download and take printout of the Postal Ballot Form from www.godrejindustries.com. Members are requested to carefully read the instructions given in the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Thursday, September 12, 2024. Postage / Courier expenses for sending such physical postal ballot forms to the Scrutinizer will be borne by the Members. The duly completed Postal Ballot Form(s) should reach the Scrutinizer viz., Mr. Kalidas Vanjpe, c/o M/s. Computech Sharecap Limited, Unit: Godrej Industries Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai - 400 001, Maharashtra, not later than 5:00 p.m. (IST) on Thursday, September 12, 2024 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Company in no way would be responsible for late / no delivery of Postal Ballot Form. The e-voting module shall also be disabled by CDSL for voting after the above-mentioned time.
10. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the Member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/ or (iv) it is

not possible to determine without any doubt, the assent or dissent of the Member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the Member has made any amendment to the resolution set-out herein or imposed any condition while exercising vote; and/ or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDs:

11. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on Friday, August 2, 2024, and who have registered their e-mail addresses with the Company or with the Depositories.

Therefore, Members are requested and encouraged to register / update 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 (RTA) (in case of Shares held in physical form).

Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above-mentioned Members, subject to receipt of the required documents and information from the Members.

The Postal Ballot Notice is also being uploaded on the website of the Company www.godrejindustries.com and on the website of stock exchanges at BSE Limited (www.bseindia.com) and at National Stock Exchange of India Limited (www.nseindia.com).

12. The result of voting on the Resolutions will be declared on or before Saturday, September 14, 2024, and will also be displayed on the website of the Company (www.godrejindustries.com) besides being communicated to the Stock Exchanges.
13. **E-voting Instructions:**

The voting period begins on **Wednesday, August 14, 2024**, at 9:00 a.m. (IST) and will end on **Thursday, September 12, 2024**, at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, August 2, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders/retail shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

OPTION 1:

Pursuant to aforesaid SEBI Circular, Login through Depositories i.e., CDSL/NSDL for e-Voting for Individual Shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Members who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication.</p> <p>The Members who want to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on “Login” icon and select “New System Myeasi” Tab.</p> <p>2) After successful login to the Easi / Easiest facility, Member will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the “e-voting” option, the Members will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the Member can visit the e-Voting service providers’ website directly.</p> <p>3) If the Member is not registered for Easi/Easiest, option to register is available on CDSL website at www.cdslindia.com by clicking on “Login” icon and selecting “New System Myeasi” Tab and then clicking on “Registration” option.</p> <p>4) Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the Member by sending OTP on registered Mobile Number & Email ID, as recorded in the Demat Account. After successful authentication, Member will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) Members who are already registered for NSDL IDeAS facility, may please visit the e-Services website of NSDL.</p> <ul style="list-style-type: none"> • Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. • Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. • A new screen will open. Member will have to enter User ID and Password. After successful authentication, Member will be able to see e-Voting services. • Click on “Access to e-Voting” under e-Voting services and Member will be able to see e-Voting page.

Type of Shareholders	Login Method
	<ul style="list-style-type: none"> • Click on Company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting vote during the remote e-Voting period. <p>2) If the Member is not registered for NSDL 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</p> <p>3) Visit the e-Voting website of NSDL.</p> <ul style="list-style-type: none"> • 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. Members will have to enter 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, Member will be redirected to NSDL Depository site, wherein Member can see e-Voting page. • Click on company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>1) Members can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2) After Successful login, Member will be able to see e-Voting option.</p> <p>3) Once Member clicks on e-Voting option, Member will be redirected to NSDL/CDSL Depository site after successful authentication, wherein Member can see e-Voting feature.</p> <p>4) Click on Company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period.</p>

Important note: *Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.*

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members 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.

OPTION 2:

Login method through CDSL e-Voting system for non-individual shareholders holding securities in Demat Form & shareholders holding securities in Physical Form:

- i. The Members should log on to the e-voting website www.evotingindia.com.
- ii. Click on **"SHAREHOLDERS"** module.
- iii. Now Enter the 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.
- iv. Next enter the Image Verification as displayed and click on **"LOGIN"**.
- v. If Members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.
- vi. If Members are a first-time user follow the steps given below:

For Non-Individual Shareholders holding shares in Demat Form and Shareholders holding shares in 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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 (iii).

- vii. After entering these details appropriately, click on **"SUBMIT"** tab.
- viii. 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 resolution 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 password with any other person and take utmost care to keep the password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN: **GODREJ INDUSTRIES LIMITED**.
- xi. On the voting page, Members 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 Members assent to the Resolution and option **'NO'** implies that Members dissent to the Resolution.
- xii. Click on the **"RESOLUTION FILE LINK"** if Members wish to view the entire Resolution details.

- xiii. After selecting the resolution, Members have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If Members wish to confirm their vote, click on **“OK”**, else to change the vote, click on **“CANCEL”** and accordingly modify their vote.
- xiv. Once Members **“CONFIRM”** their vote on the resolution, they will not be allowed to modify their vote.
- xv. Member can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- xvi. 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”** and enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xviii. **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 and register themselves as **“CORPORATES”** module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- In case Members have any queries or issues regarding e-voting from CDSL e-Voting System, they may write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at helpdesk.evoting@cdslindia.com / investor@godrejinds.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

FOR MEMBERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- a. **For Physical Shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at investor@godrejinds.com / RTA at helpdesk@computechsharecap.in.
 - b. **For Demat Shareholders** - Please update your email id & mobile number with your respective Depository Participant (DP).
 - c. **For Individual Demat Shareholders** - Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
14. The last date for the receipt of duly completed Postal Ballot Forms and e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
 15. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
 16. A Member need not use all his / her / its vote(s) nor does he / she / it need to cast all his / her / its votes in the same way.
 17. The Scrutinizer's decision on the validity of the Postal Ballot voting shall be final.

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

ITEM NO. 1: APPROVAL FOR RAISING OF FUNDS BY WAY OF ISSUANCE OF UNSECURED NON-CONVERTIBLE DEBENTURES (NCDs) / BONDS / OTHER INSTRUMENTS AGGREGATING TO ₹3,000 CRORE (RUPEES THREE THOUSAND CRORE) AND TO DELEGATE THE POWERS TO THE MANAGEMENT COMMITTEE IN THIS REGARD

The Board of Directors had at its Meeting held on August 7, 2024, proposed to seek approval of the Members to raise or borrow funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, listed and / or unlisted, on private placement basis for an amount not exceeding ₹3,000 Crore (Rupees Three Thousand Crore) during 1 (One) year from the date of passing of the Special Resolution set out at Item No. 1 at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. The issue of these securities like NCDs / Bonds / Other Instruments work as a cost-effective source of borrowings. Your Company for its business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes, proposes to borrow or raise funds by issue of NCDs/ Bonds / Other Instruments on a private placement basis.

In terms of the requirements of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") as amended from time to time, a company that offers to make an invitation to subscribe to NCDs / Bonds / Other Instruments on a private placement basis, will be required to seek prior approval of its Members by way of a Special Resolution. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules framed thereunder, to enable the Company to offer or invite subscriptions for unsecured NCDs / Bonds / Other Instruments, listed and / or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding ₹3,000 Crore (Rupees Three Thousand Crore Only), during the period of 1(One) year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time. It is sought to also grant authority to the Board of Directors to determine the terms and conditions of the issue, including the issue price of the NCDs / Bonds / Other Instruments.

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

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

ITEM NO. 2: APPROVAL OF THE REQUESTS RECEIVED FOR RE-CLASSIFICATION OF CERTAIN MEMBERS OF THE PROMOTER AND PROMOTER GROUP OF GODREJ INDUSTRIES LIMITED TO 'PUBLIC' CATEGORY

The Company has received requests for reclassification dated July 24, 2024 ("**Requests**"), by the following members ("**Applicants**") of the Promoter and Promoter Group, of the Company to 'Public' category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Name	Category	No. of Shares	Percentage Shareholding
NAVROZE JAMSHYD GODREJ	Promoter Group	0	0.00
NYRIKA HOLKAR	Promoter Group	0	0.00
RISHAD KAIKHUSHRU NAOROJI	Promoter	50	0.00
JAMSHYD NAOROJI GODREJ	Promoter	1,304	0.00
PHEROZA J. GODREJ	Promoter Group	33	0.00
RAIKA JAMSHYD GODREJ	Promoter Group	0	0.00
VIJAY M. CRISHNA	Promoter Group	0	0.00
SMITA GODREJ CRISHNA	Promoter	1,305	0.00
VIVECK CRISHNA	Promoter Group	0	0.00
VICKRAM CRISHNA	Promoter Group	0	0.00
SEETHA SHEARER	Promoter Group	0	0.00
CYRUS PHIROZE SHROFF	Promoter Group	0	0.00
YESHWANT HOLKAR	Promoter Group	0	0.00

Name	Category	No. of Shares	Percentage Shareholding
ARIANNE AMAVA HOLKAR	Promoter Group	0	0.00
J GODREJ, P GODREJ & N GODREJ (TRUSTEES - THE RAIKA GODREJ FAMILY TRUST)	Promoter Group	0	0.00
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF FVC FAMILY TRUST)	Promoter Group	84,14,608	2.50
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF NVC FAMILY TRUST)	Promoter Group	0	0.00
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF NVC CHILDREN TRUST)	Promoter Group	1	0.00
SMITA CRISHNA, VM CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF SGC FAMILY TRUST)	Promoter Group	0	0.00
SMITA CRISHNA, VM CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF VMC FAMILY TRUST)	Promoter Group	1	0.00
SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF FVC CHILDREN TRUST)	Promoter Group	1	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF JNG FAMILY TRUST)	Promoter Group	0	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF RAIKA LINEAGE TRUST)	Promoter Group	0	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF NAVROZE LINEAGE TRUST)	Promoter Group	0	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF PJG FAMILY TRUST)	Promoter Group	1	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF NJG FAMILY TRUST)	Promoter Group	1	0.00
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF RJG FAMILY TRUST)	Promoter Group	1	0.00
GODREJ AND BOYCE MANUFACTURING COMPANY LIMITED	Promoter	0	0.00
FUTURE FACTORY LLP	Promoter Group	0	0.00
GODREJ & KHIMJI (MIDDLE EAST) LLC	Promoter Group	0	0.00
GODREJ (VIETNAM) CO. LTD.	Promoter Group	0	0.00
GODREJ AMERICAS INC	Promoter Group	0	0.00
GODREJ HOLDINGS PRIVATE LIMITED	Promoter Group	0	0.00
GODREJ (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
GODREJ INFOTECH (SINGAPORE) PTE LTD	Promoter Group	0	0.00
GODREJ INFOTECH AMERICAS INC	Promoter Group	0	0.00
GODREJ INFOTECH LIMITED	Promoter Group	0	0.00
GODREJ UEP (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
J T DRAGON PTE LTD.	Promoter Group	0	0.00
JNG ENTERPRISE LLP	Promoter Group	0	0.00
PARAKH AGENCIES PRIVATE LIMITED	Promoter Group	0	0.00
SVC ENTERPRISE LLP	Promoter Group	0	0.00
LVD GODREJ INFOTECH NV	Promoter Group	0	0.00
SHEETAK INC	Promoter Group	0	0.00
URBAN ELECTRIC POWER INC	Promoter Group	0	0.00
VEROMATIC INTERNATIONAL BV	Promoter Group	0	0.00
SHAKTI SUSTAINABLE ENERGY FOUNDATION	Promoter Group	0	0.00
GODREJ KOERBER SUPPLY CHAIN LIMITED	Promoter Group	0	0.00
RISHAD KAIKHUSHRU NAOROJI & OTHERS (PARTNERS OF RKN ENTERPRISES)	Promoter Group	0	0.00

Name	Category	No. of Shares	Percentage Shareholding
GODREJ UEP PRIVATE LIMITED	Promoter Group	0	0.00
INDIA WEAVES	Promoter Group	0	0.00
CYMROZA ART GALLERY	Promoter Group	0	0.00
MINILAND SCHOOL	Promoter Group	0	0.00
GODREJ ENTERPRISES PRIVATE LIMITED	Promoter Group	0	0.00
FREYAN CRISHNA BIERI	Promoter Group	13	0.00

The Godrej family members had entered into a family settlement agreement (“**FSA**”) dated April 30, 2024. This was intimated to the Company by way of a joint letter dated April 30, 2024, by Mr. Adi B. Godrej, Mr. Nadir B. Godrej, Mr. Jamshyd N. Godrej and Mrs. Smita Godrej Crishna (collectively, “**Branch Heads**”), and was in turn disclosed by to the Stock Exchanges.

We understand from the Requests that reclassification has been requested pursuant to completion of realignment of shareholding and management under the FSA on July 18, 2024, and which was disclosed to the Stock Exchanges on the said date.

The Board of Directors of the Company, at its Meeting held on August 7, 2024, has noted that the Applicants have confirmed the following:

- (i) they are in no way related to any business activities carried out by the Company; and
- (ii) they are not involved in the management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding; and
- (iii) they are not associated with the Company in any manner, directly or indirectly, resultantly, other than in capacity as an ordinary public shareholder.

Each Applicant has given an undertaking that, in terms of Regulation 31A(3)(b) of the SEBI Listing Regulations, the Applicant and the persons related to the Applicant (*as defined under Regulation 31A(1)(b) of the SEBI Listing Regulations*):

- (i) do not, together hold more than 10% of the total voting rights in the Company;
- (ii) do not exercise control over the affairs of the Company, directly or indirectly;
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholders’ agreements;
- (iv) are not represented on the board of directors (including through having a nominee director) of the Company;
- (v) are not acting as a key managerial person in the Company;
- (vi) are not ‘willful defaulters’ as per the Reserve Bank of India;
- (vii) have not been categorized as fugitive economic offenders.

Each Applicant has confirmed that there is no pending regulatory action against such Applicant.

Each Applicant has confirmed that the Applicant shall (a) at all times from the date of re-classification, continue to comply with the conditions specified in sub-clause (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI LODR; and (b) comply with the conditions mentioned in sub-clauses (iv), (v) of clause (b) of regulation 31A(3) of SEBI LODR for a period of not less than 3 (three) years from the date of reclassification and thereafter.

The Board of Directors of the Company at their Meeting held on August 7, 2024 has considered the facts stated above and approved the request for re-classification from 'Promoter and Promoter Group' category to 'Public' category subject to approval of the Shareholders of the Company and approval of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited, and/ or such other authorities, as may be required.

Pursuant to Regulation 31A(3)(c) of the SEBI Listing Regulations:

- (i) the Company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI Listing Regulations;
- (ii) the trading in the Company's equity shares is not suspended by the Stock Exchanges;
- (iii) the Company does not have any outstanding dues to SEBI, the Stock Exchanges or the depositories.

The pre and post shareholding of the Promoter and Promoter Group after the reclassification of the Applicants to 'Public' category will be as follows:

Category	% shareholding before reclassification	% shareholding after reclassification
Promoter and Promoter Group	67.16%	64.66%
Public	32.84%	35.34%
Total	100.00%	100.00%

Considering the above, the Board recommends the **Ordinary Resolution** as set out at **Item no. 2** of this Notice, for approval by the Members of the Company. The members may note that in accordance with the Listing Regulations, the Applicants and persons related as defined under clause (b) of sub-regulation (1) of Regulation 31A of the Listing Regulations shall not vote on this resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice except Mr. Nadir Burjor Godrej, Promoter, Chairman and Managing Director of the Company, who holds (in his individual capacity and in his capacity as a Trustee of the NBG Family Trust) 2.50% of the paid-up share capital of Godrej & Boyce Manufacturing Company Limited (an Applicant). However, pursuant to Regulation 31A of the Listing Regulations, Mr. Nadir Burjor Godrej is eligible to vote for this resolution.

ITEM NO. 3: APPROVAL FOR APPOINTMENT OF MS. NISABA GODREJ AS A "NON-EXECUTIVE NON-INDEPENDENT DIRECTOR" OF THE COMPANY

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective Meetings held on Wednesday, August 7, 2024, had recommended and approved appointment of Ms. Nisaba Godrej (DIN: 00591503) as an "Additional Director (Non-Executive, Non-independent)" of the Company with effect from August 7, 2024, subject to approval of the Shareholders. In compliance with the provisions of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain the approval of Shareholders of the Company for appointment of Ms. Nisaba Godrej as a "Non-Executive (Non-Independent) Director" of the Company within a time period of 3 (three) months from the date of appointment.

The Company has received the consent from Ms. Nisaba Godrej to act as "Director" along with her declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has also confirmed that she is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

The brief profile of Ms. Nisaba Godrej, along with her other details are attached with this Notice. The Board believes that the Company will benefit from her professional expertise and rich experience.

Ms. Nisaba Godrej is part of the Promoter Group of the Company. She is the daughter of Mr. Adi Godrej (Chairman Emeritus), sibling of Mr. Pirojsha Godrej (Director) & Ms. Tanya Dubash (Executive Director and Chief Brand Officer) and niece of Mr. Nadir Godrej (Chairman & Managing Director).

Mr. Nadir Godrej, Mr. Pirojsha Godrej and Ms. Tanya Dubash, Directors of the Company are interested in the resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the said Resolution except to the extent of their respective shareholding, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **ORDINARY RESOLUTION** set out at **Item No. 3** for approval of the Members.

Date and Place: August 7, 2024, Mumbai

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

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

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

ENCL.: Postal Ballot Form

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Name of the Director	Ms. Nisaba Godrej
DIN	00591503
Date of Birth	February 12, 1978
Age	46 years
Nationality	Indian
Date of appointment	August 7, 2024
Qualification	<ul style="list-style-type: none"> • BSC, Wharton School, Pennsylvania • MBA, Harvard Business School
Nature of expertise in specific functional area	Industrialist
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company <i>inter-se</i>	Daughter of Mr. Adi Godrej (Chairman Emeritus), sibling of Mr. Pirojsha Godrej (Director) & Ms. Tanya Dubash (Executive Director and Chief Brand Officer) and niece of Mr. Nadir Godrej (Chairman & Managing Director)
Brief Profile / Resume of the Director	<p>Nisaba Godrej is the Executive Chairperson of Godrej Consumer Products Limited. She has been a key architect of GCPL's strategy and transformation for almost two decades.</p> <p>She is also the Chairperson of Teach for India and sits on the board of Godrej Agrovet, Bharti Airtel, and Mahindra and Mahindra. She has a BSc degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School. Nisaba is passionate about education, the human mind, trekking and equestrian sports. She lives in Mumbai with her children Zoran and Aidan.</p>
Terms and Conditions of appointment	<p>Ms. Nisaba Godrej is being appointed as an "Non-Executive, Non-Independent Director", liable to be retire by rotation.</p> <p>The other terms and conditions of appointment will be as per the Nomination and Remuneration Policy of the Company.</p>
Directorship in Other listed entities	<ol style="list-style-type: none"> 1) Godrej Consumer Products Limited 2) Godrej Agrovet Limited 3) Mahindra & Mahindra Limited 4) Bharti Airtel Limited
Directorship in Other Companies <i>(excluding Listed Entities, Foreign Companies and Section 8 Companies)</i>	<p>Public Company: Godrej & Seeds Genetics Limited</p> <p>Private Company: Innovia Multiventures Private Limited</p>

Chairpersonships / Memberships of Committees held in Committees of Other Companies	<p><u>Godrej Agrovet Limited</u> Member of Nomination and Remuneration Committee Member of Management Committee</p> <p><u>Godrej Consumer Products Limited</u> Member of Corporate Social Responsibility Committee Chairperson of ESG Committee Chairperson of Management Committee Member of Risk Management Committee</p> <p><u>Godrej Seeds & Genetics Limited</u> Member of Corporate Social Responsibility Committee</p> <p><u>Mahindra & Mahindra Limited</u> Member of Governance, Nomination and Remuneration Committees</p>
Names of listed entities from which she has resigned in the past 3(three) years	<p>Ms. Nisaba Godrej has resigned from VIP Industries Limited with effect from June 3, 2024.</p>
No. of shares held by Director: By Self: As a beneficial owner of:	<p>1,95,30,861</p> <p>1,15,07,016 (as Trustee of ABG Family Trust) 1,11,91,318 (as Trustee of PG Family Trust) 1,19,34,518 (as Trustee of NG Family Trust) 1 (as Trustee of PG Lineage Trust) 1 (as Trustee of PG Children Trust) 1 (as Trustee of NG Children Trust)</p>
Remuneration last drawn as Director (in ₹)	<p>Not Applicable since Ms. Nisaba Godrej has been appointed as an Additional Director (Non-Executive, Non-Independent) with effect from August 7, 2024.</p>
Remuneration to be paid	<p>Sitting fees for attending Board and Committee Meetings.</p>
Number of Meetings of the Board attended during the year (Financial Year 2023-24)	<p>Not Applicable</p>
Number of Meetings of the Board attended during the year (Financial Year 2023-24, i.e. upto August 7, 2024)	<p>Not Applicable</p>

**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**POSTAL BALLOT FORM**

1	Name of the First Named Member (in BLOCK LETTERS)	
2	Registered Address of the Sole / First Named Member / Beneficial Owner	
3	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialised form)	
4	Number of Equity Share(s) held	

I / we hereby exercise my / our vote(s) in respect of the Resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated August 7, 2024, by conveying my / our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	SPECIAL RESOLUTION- Approval for raising of funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments Aggregating To ₹3,000 Crore (Rupees Three Thousand Crore) and to delegate the powers to the Management Committee in this regard.			
2	ORDINARY RESOLUTION- Approval of the requests received for re-classification of certain Members of the Promoter and Promoter group of Godrej Industries Limited to 'Public' category.			
3	ORDINARY RESOLUTION- Approval for appointment of Ms. Nisaba Godrej as a "Non-Executive Non-Independent Director" of the Company			

Place:**Date:**_____
Signature of Member/Authorised Signatory

Please see the instructions overleaf for filling the Postal Ballot Form

E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
240807021		

Cut-off date for reckoning voting rights for Postal Ballot and E-voting	Commencement of voting by Postal Ballot and E-voting (Start Date)	Last date of receipt of Postal Ballot and close of E-voting (End Date)
Friday, August 2, 2024	9:00 a.m. (IST) on Wednesday, August 14, 2024	5:00 p.m. (IST) on Thursday, September 12, 2024

IMPORTANT INSTRUCTIONS FOR VOTING

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members / beneficial owner as on Friday, August 2, 2024. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
2. For E-voting, please refer the instructions under **“E-Voting Instructions”** in the Notice attached herewith.
3. A Member desirous of exercising vote by physical Postal Ballot Form may complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer, Mr. Kalidas Vanjpe, c/o M/s. Computech Sharecap Limited, Unit: **Godrej Industries Limited**, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, Maharashtra. Postage / Courier expenses for sending such physical postal ballot forms to the Scrutinizer will be borne by the Members. The Company in no way would be responsible for late / no delivery of Postal Ballot Form.
4. Alternatively, a member may vote through electronic mode as per instructions for E-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt for only one mode of voting, i.e., either by Physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by Physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of Joint Holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority Letter and attested specimen signature(s) of the duly authorised signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column **“FOR”** and dissent in the column **“AGAINST”** by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
9. The vote(s) of a Member will be considered invalid inter alia on any of the following grounds:
 - a. If a form other than the Postal Ballot Form issued by the Company is used;
 - b. If the Postal Ballot Form has not been signed by the Member or if the Member’s signature does not tally with the specimen signature of the Company;
 - c. If the Member has put a tick mark (✓) in both the columns, that is, for **‘Assent’** and also for **‘Dissent’** to the resolution in such manner that the aggregate shares voted for **‘Assent’** and **‘Dissent’** exceed the total number of shares held;
 - d. If the Postal Ballot Form is incomplete or incorrectly filled;
 - e. If the Member has made any amendment to the resolution or imposed any condition while exercising his/her/their vote;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Thursday, September 12, 2024. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
12. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final.
13. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to investor@godrejinds.com.
14. The Result of voting on the resolutions 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.
