



## Godrej Industries Limited

CIN: L24241MH1988PLC097781

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

Tel.: 022 - 2518 8010; Fax: 022- 2518 8066;

E-mail: [investor@godrejinds.com](mailto:investor@godrejinds.com); Website: [www.godrejindustries.com](http://www.godrejindustries.com)

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail id:	
Registered address:		Folio No. / *DP id and Client id:	

\*Applicable for investors holding shares in electronic form

I/We, being the Member(s) of Godrej Industries Limited ("the Company"), holding \_\_\_\_\_ Equity Shares, hereby appoint:

1	Name:		E-mail Id:	
	Address:		Signature:	

Or failing him

2	Name:		E-mail Id:	
	Address:		Signature:	

Or failing him

3	Name:		E-mail Id:	
	Address:		Signature:	

as my / our proxy and whose signature(s) are appended above to attend and vote (on a Poll) for me / us on my / our behalf at the 31ST (THIRTY FIRST) ANNUAL GENERAL MEETING of the Company to be held on Tuesday, August 13, 2019 at 4.00 p.m. at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079, Maharashtra and at any adjournment(s) thereof in respect of such resolutions as are indicated overleaf:

Resolutions No.	Description
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2019 and the Board's Report and Statutory Auditor's Report thereon
2.	Declaration of Final Dividend on Equity Shares for the Financial Year 2018-19
3.	Appointment of Mr. Jamshyd Godrej (DIN: 00076250) as a Director, liable to retire by rotation, who has offered himself for re-appointment
4.	Appointment of Ms. Tanya Dubash (DIN: 00026028) as a Director, liable to retire by rotation, who has offered herself for re-appointment
<b>Special Business</b>	
5.	Approval for waiver of excess managerial remuneration paid to Ms. Tanya Dubash (DIN: 00026028), Whole Time Director of the Company
6.	Approval for waiver of excess managerial remuneration paid to Mr. Nitin Nabar (DIN: 06521655), Whole Time Director of the Company
7.	Appointment of Ms. Rashmi Joshi (DIN: 06641898) as an Independent Director of the Company
8.	Appointment of Dr. Ganapati Yadav (DIN: 02235661) as an Independent Director of the Company
9.	Appointment of Mr. Mathew Eipe (DIN: 00027780) as an Independent Director of the Company
10.	Re-appointment of Mr. Keki Elavia (DIN: 00003940) as an Independent Director of the Company
11.	Re-appointment of Mr. Kavas Petigara (DIN: 00066162) as an Independent Director of the Company
12.	Ratification of Remuneration of M/s. R. Nanabhoy & Co., Cost Accountants appointed as the "Cost Auditors" of the Company for the Financial Year 2019-20

Signature of Member \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself / herself and such Proxy need not be a Member of the Company. A person can act as a Proxy on behalf of not more than 50 (fifty) Members and holding in aggregate, not more than 10% (Ten per cent) of the total share capital of the Company. Members holding more than 10% (Ten per cent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other person / Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy so appointed shall not have any right to speak at the Meeting.

2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (Forty Eight) hours before the commencement of the Annual General Meeting.

3. The Proxy Holder is required to carry an identity proof at the time of attending the Meeting.

Affix  
Revenue  
Stamp



## Godrej Industries Limited

CIN: L24241MH1988PLC097781

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

Tel.: 022 - 2518 8010; Fax: 022- 2518 8066;

E-mail: [investor@godrejinds.com](mailto:investor@godrejinds.com); Website: [www.godrejindustries.com](http://www.godrejindustries.com)

### ATTENDANCE SLIP

Name of the Member(s):	
Address:	
Name of the Proxy holder/ Authorised Representative*:	
Folio No. / #DP id and Client id:	
No. of Equity Shares held:	

\*To be filled in by the Proxy in case he/she attends instead of the Equity Shareholder.

#Applicable for investors holding shares in electronic form

I/We hereby record my/our presence at the **31ST (THIRTY FIRST) ANNUAL GENERAL MEETING** of Godrej Industries Limited held on Tuesday, August 13, 2019 at 4.00 p.m. at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra.

\_\_\_\_\_  
Member's / Proxy's / Representative's Signature

(To be signed at the time of handing over this slip)

#### Notes:

- Members attending the Meeting in person or by Proxy or through authorized representative are requested to complete and bring the attendance slip with them and hand it over at the entrance of the Meeting hall.
- Member / Proxy holder who desires to attend the Meeting should bring his/her copy of the Notice for reference at the Meeting.
- Joint shareholders may obtain additional attendance slip at the venue of the Meeting.
- The map to reach the Meeting venue is given overleaf.

**VENUE OF AGM**

Auditorium, "Godrej One",  
Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai 400 079.

**Note :** The Company has arranged for a bus service to the venue from Vikhroli railway station (East). The bus will pick you up near the railway station, from Opp. Bus depot at 3.30 p.m. A drop back facility will also be available.

