



NOTICE TO
SHAREHOLDERS

Notice to Shareholders

NOTICE is hereby given that the 35th (THIRTY FIFTH) Annual General Meeting of the Members of **GODREJ INDUSTRIES LIMITED** (“the Company”) will be held on **Friday, August 11, 2023 at 3:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2023 (ORDINARY RESOLUTION)

To consider, approve and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023 and the Board’s Report along with Annexures and the Statutory Auditor’s Report thereon.

2. Appointment of Mr. Jamshyd Godrej, as a Director liable to retire by rotation, who has offered himself for re-appointment (ORDINARY RESOLUTION)

To appoint a Director in place of Mr. Jamshyd Godrej (DIN: 00076250), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment, with the continuation of such directorship being subject to the fulfilment of requirements under applicable laws, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SPECIAL BUSINESS:

3. Approval for re-appointment of Mr. Mathew Eipe as an “Independent Director” of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder and 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 time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Mathew Eipe (DIN: 00027780), who has submitted a declaration confirming that he meets the criteria of independence as provided under the Act and the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby appointed as an “Independent Director” (Non-Executive) of the Company, not liable to retire by rotation, for the second consecutive term commencing from May 13, 2024 up to June 6, 2027.”

4. Approval for re-appointment of Dr. Ganapati Yadav as an “Independent Director” of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder and 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 time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Dr. Ganapati Yadav (DIN: 02235661), who has submitted a declaration confirming that he meets the criteria of independence as provided under the Act and the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby appointed as an “Independent Director” (Non-Executive) of the Company, not liable to retire by rotation, for the second consecutive term commencing from May 13, 2024 up to September 13, 2027.”

5. Ratification of remuneration of M/s. R. Nanabhoy & Co., Cost Accountants appointed as the “Cost Auditors” of the Company

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

“**RESOLVED THAT** pursuant to Section 148 and all applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Company hereby approves and ratifies the remuneration of ₹4,03,000/- (Rupees Four Lakh Three Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses payable to M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No. 000010), the Cost Auditors of the Company, for conducting the audit of the Cost Records of the Company for the Financial Year ending on March 31, 2024.

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

Date and Place: May 19, 2023, Mumbai

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

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

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9817)

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard – 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India for special businesses under Item Nos. 3 to 5 of the Notice is annexed hereto.
2. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021 and any other relevant documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection electronically only during the AGM in accordance with the applicable statutory requirements based on the requests received by the Company on investor@godrejinds.com.

3. The Company's Statutory Auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W/W100166), were appointed for a period of 5 (Five) consecutive years at the 34th (Thirty Fourth) Annual General Meeting ("AGM") of the Members held on August 12, 2022, at a remuneration as decided by the Board of Directors of the Company.
4. In compliance with General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circular") read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India ("SEBI Circulars") 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 35th (Thirty Fifth) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue, in compliance with the aforesaid MCA Circulars and SEBI Circulars.

In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the 35th (Thirty Fifth) AGM shall be deemed to be the Registered Office of the Company situated at "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra.

5. Since this AGM is being held pursuant to the MCA and SEBI circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 35th (Thirty Fifth) AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

However, in terms of the provisions of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution / Authorization can be sent to the Company on investor@godrejinds.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books will remain closed from Friday, August 4, 2023 to Friday, August 11, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
9. The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors proposed to be appointed / re-appointed at this AGM forms a part of this Notice.

10. The Company's Registrar and Share Transfer Agents for its Share Registry Work are **Computech Sharecap Limited**, having their office at 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, Maharashtra.

Members holding shares in physical form are requested to notify/send any change in their address / bank mandate to the Company's Registrar and Share Transfer Agent at the above mentioned address. Members may also address all other correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL, REGISTRATION OF EMAIL IDs AND KYC UPDATION:

11. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules framed thereunder and Regulation 36 of the Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s).

In compliance with General Circular no. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circular") read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Annual Report for Financial Year 2022-23 (comprising of the Financial Statements including Boards' Report, Auditor's report or other documents required to be attached therewith (together referred to as "Annual Report") including Notice of AGM are being sent in electronic mode to Equity Shareholders and Debenture holders, whose e-mail address(es) are registered with the Company or the Depository Participant(s).

The Notice of AGM along with Annual Report for Financial Year 2022-23, 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 CDSL at www.evotingindia.com.

12. 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).

The Company and RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned Members, subject to receipt of the required documents and information from the Members.

13. The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form. Members holding shares in physical mode and who have not updated their email addresses / other details like Nomination, KYC etc., with the Company / Depository Participant(s) / RTA pursuant to the aforesaid circular, may follow the process detailed below:

Type of holder	Process to be followed														
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company [^] :														
	<table border="1"> <thead> <tr> <th>Form No.</th> <th>Description of the Form</th> </tr> </thead> <tbody> <tr> <td>Form-ISR 1</td> <td>Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode</td> </tr> <tr> <td>Form-ISR 2</td> <td>Update of signature of securities holder by Banker</td> </tr> <tr> <td>Form-ISR 3</td> <td>Declaration Form for opting out of Nomination</td> </tr> <tr> <td>Form-ISR 4</td> <td>Form for requesting issue of duplicate certificate and other service requests for shares held in physical form</td> </tr> <tr> <td>Form SH-13</td> <td>For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014</td> </tr> <tr> <td>Form SH-14</td> <td>Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee</td> </tr> </tbody> </table>	Form No.	Description of the Form	Form-ISR 1	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form-ISR 2	Update of signature of securities holder by Banker	Form-ISR 3	Declaration Form for opting out of Nomination	Form-ISR 4	Form for requesting issue of duplicate certificate and other service requests for shares held in physical form	Form SH-13	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-14	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee
	Form No.	Description of the Form													
	Form-ISR 1	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode													
	Form-ISR 2	Update of signature of securities holder by Banker													
	Form-ISR 3	Declaration Form for opting out of Nomination													
	Form-ISR 4	Form for requesting issue of duplicate certificate and other service requests for shares held in physical form													
	Form SH-13	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014													
Form SH-14	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee														
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.														

[^]Forms ISR-1, ISR-2, ISR-3, ISR-4, SH-13 & SH-14 along with the supporting documents as stated above are required to be submitted to the RTA of the Company at the address mentioned below:

Computech Sharecap Limited, via post to 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, Maharashtra. Alternatively, the same can be sent through e-mail to helpdesk@computechsharecap.in

Effective from October 1, 2023 or such other date as may be decided by the relevant Statutory Authority, any service requests or complaints received from the Member holding shares in physical form, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after October 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.godrejindustries.com.

14. GREEN INITIATIVE

To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically by following the procedure mentioned in the Note No. 13 above.

15. NOMINATION

Pursuant to Section 72 of the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website at www.godrejindustries.com.

16. SHARE TRANSFER AND ISSUE OF SECURITIES WHILE PROCESSING SERVICE REQUESTS ARE PERMITTED ONLY IN DEMAT

As per the provisions of Regulation 40 of the Listing Regulations, Members may note that with effect from April 1, 2019, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are requested to dematerialize their shares if held in physical form.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for issuance of Duplicate Share Certificate and Form ISR-5 for Transmission of Securities. The said form can be downloaded from the Company's website at www.godrejindustries.com.

17. SUBMISSION OF PAN

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or directly to the Company by submitting Form ISR-1.

Members are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- a. Transferees and Transferors PAN Cards for transfer of shares,
- b. Legal Heirs'/Nominees' PAN Card for transmission of shares,
- c. Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- d. Joint Holders' PAN Cards for transposition of shares.

According to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the folios wherein PAN is not available on or after October 1, 2023 or such other date as may be decided by the relevant Statutory Authority, shall be frozen by the RTA.

18. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the Members for a period of 7 (Seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of 7 (Seven) consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on August 12, 2022 (date of last AGM) are available on the website of the Company. The Members whose dividend / shares are transferred to the IEPF Authority can now claim the same from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority, viz. www.iepf.gov.in.

During the Financial Year 2022-23, the Company in compliance with the aforesaid provisions and the said Rules has transferred 16,040 (Sixteen Thousand Forty) Equity Shares of the Face Value of ₹1/- (Rupee One Only) each underlying the unclaimed dividends for the Financial Year 2014-15 as the base. Shareholders are requested to take note of the aforesaid applicable provisions of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF. Further, the Company also transferred below unclaimed dividend amounts of the previous Financial Years to IEPF in compliance with applicable laws:

Sr. No.	Particulars	Amt. in ₹
1	Unclaimed Dividend amounts of the Financial Year 2014-15	8,21,819.00
2	Unclaimed Dividend amounts of the Financial Year 2015-16 (interim dividend)	6,88,591.00

Further, below are the details of transfer of dividend amounts to IEPF:

Dividend for the Financial Year ended	Date of Dividend Declaration	Due Date for Transfer
31.03.2017	11.08.2017	17.09.2024
31.03.2018	13.08.2018	19.09.2025
31.03.2019	13.08.2019	19.09.2026
31.03.2020	Not Applicable	Not Applicable
31.03.2021	Not Applicable	Not Applicable
31.03.2022	Not Applicable	Not Applicable

19. VOTING

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., August 4, 2023, only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the AGM.

Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e. July 14, 2023, may obtain the User ID and Password by sending a request to helpdesk.evoting@cdslindia.com and can exercise their voting rights through remote e-voting by following the instructions listed hereinbelow or by voting facility provided during the meeting.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

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

RESULTS OF E-VOTING

- 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 e-voting process to be conducted at the AGM, in a fair and transparent manner.
- The Scrutinizer, after scrutinizing the e-voting completed at the Meeting and through remote e-voting will not later than 48 (Forty-Eight) hours of conclusion of the Meeting, make the

Scrutinizer's Report and submit the same to the Chairman or a person duly authorised by the Chairman. The Results shall be declared within 48 (Forty-Eight) hours after the conclusion of the AGM.

- 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 CDSL, viz., www.evotingindia.com and the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.
- d. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., **Friday, August 4, 2023**. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., **Friday, August 4, 2023**, only shall be entitled to avail the facility of remote e-voting.
- e. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., **Friday, August 4, 2023**, may obtain the login details in the manner as mentioned below.

• **THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:**

The voting period begins on **Monday, August 7, 2023 at 9:00 a.m. (IST)** and ends on **Thursday, August 10, 2023, at 5:00 p.m. (IST)**. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, August 4, 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

A. The details of the process and manner for e-Voting and joining virtual meeting for Individual shareholders & Members holding shares in dematerialized form.

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in Regulation 44 of Listing Regulations, 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 being provided by Listed entities, 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.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meeting 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	<ol style="list-style-type: none"> Members 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 Members 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. 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 Member 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 i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the Member can visit the e-Voting service providers’ website directly. If the Member is not registered at Easi/Easiest facility, option to register is available at CDSL website at www.cdslindia.com by clicking on “Login” icon & selecting “New System Myeasi” Tab and then clicking on “Registration” option. Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN 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.
Individual Shareholders holding securities in Demat mode with NSDL Depository	<ol style="list-style-type: none"> Members who are already registered under the NSDL IDeAS facility, may please visit the e-Services website of NSDL. <ul style="list-style-type: none"> Open web browser by typing the following URL: https://eservices.nsd.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. Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the Member is not registered for NSDL IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. <ul style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsd.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. your 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 re-directed 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 re-directed to e-Voting service provider website for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, Member will be able to see e-Voting option. Once Member clicks on e-Voting option, Member will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein Member can see e-Voting feature. Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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 toll free no.: 1800 22 55 33.
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

B. The details of the process and manner for remote e-voting and joining virtual meeting for Shareholders other than individual shareholders and Members holding shares in physical mode, are explained herein below:

- i. The Members may please log on to the e-voting website at www.evotingindia.com.
- ii. Click on “**SHAREHOLDERS**” module.
- iii. Now Enter your User ID
 - For **CDSL**: 16 digits beneficiary ID,
 - For **NSDL**: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 e-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 Members holding shares in Demat Form (other than individual shareholders) and Members holding shares in Physical Form

PAN	<ul style="list-style-type: none"> • Enter 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)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in 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 resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 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, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You 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 Board Resolution (BR) / Power of Attorney (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".
- 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 delinked 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.
- Alternatively, Non Individual shareholders are required to mandatorily 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.

In case of any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, 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 toll free no.: 1800 22 55 33.

C. INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- d. If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
- e. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

D. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.
- b. Members may access the same at www.evotingindia.com under Shareholders / Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of Company will be displayed. Click on live streaming appearing beside the EVSN.
- c. The Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the Members on first come first served basis.
- d. Members are encouraged to join the Meeting through Laptops / iPads for better experience.

Suggested System requirements for best VC experience:

Internet connection – broadband, wired or wireless (3G/4G/LTE or above), with a speed of 5 Mbps or more
Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

Browser:

Google Chrome : Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge
Chromium: Version 72 or latest Safari: Version 11 or latest Internet explorer: Not Supported

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.

E. PROCESS 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.

20. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number to investor@godrejinds.com. Questions / queries received by the Company till 5:00 p.m. (IST) on Wednesday, August 9, 2023, shall only be considered and responded to during the AGM.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investor@godrejinds.com from Monday, July 31, 2023 (9:00 a.m. IST) to Wednesday, August 9, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

Members who need assistance before or during the AGM, can contact CDSL by sending an email to helpdesk.evoting@cdslindia.com or call 1800 22 55 33.

21. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Friday, August 11, 2023, subject to receipt of the requisite number of votes in favour of the Resolutions.

Date and Place: May 19, 2023, Mumbai

Registered Office:

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

Tel.: +91 22 2518 8010

Fax: +91 22 2518 8066

Website: www.godrejindustries.com

Email: investor@godrejinds.com

CIN: L24241MH1988PLC097781

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

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

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

The following Explanatory Statement sets out all the material facts relating to the Special businesses mentioned under Item Nos. 3 to 5 of the accompanying Notice dated May 19, 2023.

ITEM NO. 3

Mr. Mathew Eipe was appointed as a “Non-Executive Independent Director” of the Company for a term of 5 (Five) consecutive years, i.e., from May 13, 2019 to May 12, 2024. It is proposed to re-appoint him for a second term with effect from May 13, 2024 up to June 6, 2027.

The Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed at their respective Meetings on May 19, 2023, recommended and approved, the re-appointment of Mr. Mathew Eipe as the “Non-Executive Independent Director” of the Company in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for the second consecutive term commencing from May 13, 2024 to June 6, 2027, not liable to retire by rotation, subject to the approval of the Members.

The Company has received the consent from Mr. Mathew Eipe and also his declaration confirming that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as provided under Section 149(6) of the Act as well as Regulation 16(1)(b) of the SEBI Listing Regulations.

Mr. Mathew Eipe is independent of the Management of the Company and in the opinion of the Board of Directors of the Company, he fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director of the Company.

A copy of the draft letter of appointment in respect of Independent Director setting out the terms and conditions would be available electronically for inspection by the Members on the website of the Company at www.godrejindustries.com.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations. A brief profile of Mr. Mathew Eipe along with detailed disclosure in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is given elsewhere in this Notice.

Other than Mr. Mathew Eipe, 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. 3 of this Notice.

The Board recommends the **SPECIAL RESOLUTION** as set out at **ITEM NO. 3** of the accompanying Notice for approval by the Members.

ITEM NO. 4

Dr. Ganapati Yadav was appointed as a “Non-Executive Independent Director” of the Company for a term of 5 (Five) years, i.e., from May 13, 2019 to May 12, 2024. It is proposed to re-appoint him for a second term with effect from May 13, 2024 to September 13, 2027.

The Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed at their respective Meetings on May 19, 2023, recommended and approved, the re-appointment of Dr. Ganapati Yadav as the “Non-Executive Independent Director” of the Company in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for the second consecutive term commencing from May 13, 2024 to September 13, 2027, not liable to retire by rotation, subject to the approval of the Members.

The Company has received the consent from Dr. Ganapati Yadav and also his declaration confirming that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as provided under Section 149(6) of the Act as well as Regulation 16(1)(b) of the SEBI Listing Regulations.

Dr. Ganapati Yadav is independent of the Management of the Company and in the opinion of the Board of Directors of the Company, he fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for re-appointment as an Independent Director of the Company.

A copy of the draft letter of appointment in respect of Independent Director setting out the terms and conditions would be available electronically for inspection by the Members on the website of the Company at www.godrejindustries.com.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations. A brief profile of Dr. Ganapati Yadav along with detailed disclosure in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is given elsewhere in this Notice.

Other than Dr. Ganapati Yadav, 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. 4 of this Notice.

The Board recommends the **SPECIAL RESOLUTION** as set out at **ITEM NO. 4** of the accompanying Notice for approval by the Members.

ITEM NO. 5

The Board of Directors of the Company, based on recommendations of the Audit Committee, has appointed M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai, as the “Cost Auditors” of the Company for the Financial Year 2023-24, pursuant to Section 148 and other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on May 19, 2023.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors. Therefore, pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹4,03,000/- (Rupees Four Lakh Three Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out - of - pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Members.

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

- a. the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- b. their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- c. none of their Partners is in the whole-time employment of any Company; and
- d. they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 5.

The Board recommends the ORDINARY RESOLUTION set forth in ITEM NO. 5 for approval of the Members.

Date and Place: May 19, 2023, Mumbai

Registered Office:

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

Tel.: +91 22 2518 8010

Fax: +91 22 2518 8066

Website: www.godrejindustries.com

Email: investor@godrejinds.com

CIN: L24241MH1988PLC097781

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

Tejal Jariwala

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

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-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	Mr. Jamshyd Godrej	Mr. Mathew Eipe	Dr. Ganapati Yadav
DIN	00076250	00027780	02235661
Date of Birth	January 24, 1949	June 7, 1952	September 14, 1952
Age	74	70	70
Nationality	Indian	Indian	Indian
Date of appointment	March 7, 1988	May 13, 2019	May 13, 2019
Qualification	B.E. Mechanical, Illinois Institute of Technology, USA	B.Tech. in Chemical Engineering, IIT, Mumbai, Post Graduate Diploma in Management (PGDM), IIM, Calcutta	B. Chem. Eng. Ph.D. (Tech). D.Sc (Hon. Causa, DYPK), FTWAS, FNA, FASc, FNASc, FNAE, FRSC (UK), FISTE, FIChemE (UK), FIICHe, FICS
Nature of expertise in specific functional area	Engineering and Management	Marketing and Business Management in Chemicals Business.	Chemical Engineering, Energy Engineering, Biotechnology, Nanotechnology, Green technology, etc.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	None	None	None
Brief Profile / Resume of the Director	<p>Mr. Jamshyd N. Godrej is the Chairman & Managing Director of Godrej & Boyce Manufacturing Company Limited, which is a leader in home appliances, consumer durables, office equipment, industrial products, consumer products and services.</p> <p>Mr. Godrej graduated in Mechanical Engineering from Illinois Institute of Technology, USA. He is the Chairman & Founding Trustee of Ananta Centre. He is also the Chairman of the Board of Shakti Sustainable Energy Foundation, Foundation for Medical Research, India Resources Trust and Council on Energy, Environment and Water. He is a Director of Climate Works Foundation and World Resources Institute, USA. and a Trustee of the Asia Society, USA. He is the Past President of Confederation of Indian Industry, Indian Machine Tool Manufacturers' Association and World-Wide Fund for Nature-India. He is also a Member of the Board of Governors of the Centre for Asian Philanthropy and Society Limited.</p>	<p>Mr. Mathew Eipe joined Godrej Soaps Limited as a management trainee in 1977 after completing his graduate Chemical Engineering studies at IIT Mumbai, and his post graduate studies in Business Management at IIM Calcutta. In 1994, he was appointed as Sr. Vice President Marketing in the Chemicals Division of Godrej Soaps Limited from 1995 to 2000. He led the successful turnaround and integration of GGIC (Gujarat Godrej Innovative Chemicals) with Godrej Soaps Limited. In 2001, after the demerger of Godrej Soaps Limited he was appointed as Executive Director and President (Chemicals) at Godrej Industries Limited and headed the Chemicals business till his retirement in 2013. During 2010 to 2013, he led the team that successfully relocated the Chemicals factory from Vikhroli to a world class manufacturing facility at Ambernath near Mumbai. He served on the Board of Godrej Industries Limited from 2001 till his retirement in 2013. He was a member of the Group Management Committee from 1994 till 2013.</p>	<p>Dr. Ganapati Yadav is one of the highly prolific and versatile engineering scientists in India. He is currently the National Science Chair (SERB/ DST/ Govt. of India) and Emeritus Professor of Eminence, Founding Vice Chancellor and R. T. Mody Distinguished Professor, and Tata Chemicals Darbari Seth Distinguished Professor of Innovation and Leadership of the Institute of Chemical Technology (ICT), Mumbai. He is a former J. C. Bose National Fellow, Conjoint Professor University of New Castle, Australia and University of Saskatchewan, Canada, Distinguished Visiting Professor, IIT Guwahati and SOA University, Bhubaneswar. He was conferred Padma Shri by the President of India in 2016 for his outstanding contributions to Science and Engineering.</p>

Name of the Director	Mr. Jamshyd Godrej	Mr. Mathew Eipe	Dr. Ganapati Yadav
Brief Profile / Resume of the Director	<p>He is also a Non-Executive Director on the Boards of Godrej Industries Limited, Godrej Properties Limited, Godrej Consumer Products Limited and Godrej Agrovet Limited.</p> <p>Mr. Godrej is the Chairman of the CII Sohrabji Godrej Green Business Centre. The Centre is housed in a LEED Platinum demonstration building which is the first green building in India and the greenest building in the world at the time when it was rated. The Green Business Centre is a Centre of Excellence for green buildings, energy efficiency, energy conservation, non-conventional energy sources, water policy, water conservation, etc.</p> <p>The President of India conferred on Mr. Godrej the "Padma Bhushan" on 3rd April 2003.</p>		<p>He has won over 125 national and international honours, awards, fellowships, editorships, etc. He was elected to the US National Academy of Engineering in 2022, one among 21 Indian citizens and as Fellow of the US National Academy of Inventors, only the second Indian to be so honoured. He is currently the President of Indian Chemical Society, and Maharashtra Academy Sciences. He is an elected Fellow of all Science and Engineering Academies in India. He holds two honorary doctorates. He has earned B. Chem. Eng. and Ph.D. (Tech.) in Chemical Engineering of the University of Bombay. His prestigious fellowships include: NAE (US), FNAI (US), FTWAS, FNA, FASc, FNAsc, FNAE, FRSC (UK), FISTE, FICHEM (UK), FIChE(UK), FIChE, FICS, FBRSI. He is both a chartered Engineer and Chemist. He is Chairman of Research Council of DRDO DIBER, Chairman, Waste Management Expert Committee, DST-Govt of India, among others. He serves on Boards of six companies as Independent Director.</p>
Terms and Conditions of appointment	<p>Mr. Jamshyd Godrej is an 'Non- Executive Director' of the Company, liable to retire by rotation.</p> <p>The other terms and conditions of his appointment will be as per the Nomination and Remuneration Policy of the Company.</p>	<p>Mr. Mathew Eipe is being re-appointed as a "Non-Executive Independent Director" for the second term commencing from May 13, 2024 to June 6, 2027.</p> <p>The other terms and conditions of appointment form part of the explanatory statement to the Notice of the 35th Annual General meeting and are as per the Nomination and Remuneration Policy of the Company.</p>	<p>Dr. Ganapati Yadav is being re-appointed as a "Non-Executive Independent Director" for the second term commencing from May 13, 2024 to September 13, 2027.</p> <p>The other terms and conditions of appointment form part of the explanatory statement to the Notice of the 35th Annual General meeting and are as per the Nomination and Remuneration Policy of the Company.</p>
Directorship in Other listed entities	<p>1) Godrej Agrovet Limited 2) Godrej Consumer Products Limited 3) Godrej Properties Limited</p>	-	<p>1) Aarti Industries Limited 2) Clean Science and Technology Limited 3) Meghmani Organics Limited 4) Bhageria Industries Limited</p>
Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	<p>Public Company: Godrej & Boyce Manufacturing Company Limited</p> <p>Private Companies: -Illinois Institute of Technology (India) Private Limited -Godrej Enterprises Private Limited -Godrej UEP Private Limited</p>	<p>Public Company: Unitherm Engineers Limited</p>	<p>Public Company: Survival Technologies Limited</p>

Name of the Director	Mr. Jamshyd Godrej	Mr. Mathew Eipe	Dr. Ganapati Yadav
Chairmanships / Memberships of Committees held in Committees of Other Companies	<p><u>Godrej & Boyce Manufacturing Company Limited:</u> Member of Corporate Social Responsibility Committee</p> <p><u>Indian Machine Tool Manufactures Association:</u> -Chairman of Audit & Finance Committee -Chairman of Nomination & Remuneration Committee</p>	None	<p><u>Aarti Industries Limited:</u> Member of Audit Committee</p> <p><u>Bhageria Industries Limited:</u> Member of Risk Management Committee</p> <p><u>Meghmani Organics Limited:</u> -Member of Audit Committee; -Member of Nomination and Remuneration Committee</p> <p><u>Clean Science and Technology Limited:</u> -Member of Audit Committee; -Chairman of Nomination and Remuneration Committee; -Chairman of Corporate Social Responsibility Committee</p> <p><u>Survival Technologies Limited:</u> -Chairman of Stakeholder Relationship Committee; -Chairman of Nomination and Remuneration Committee; -Member of Corporate Social Responsibility Committee</p>
Names of the listed entities from which Director has resigned in the past 3 (Three) years	Mr. Jamshyd Godrej has not resigned from any Listed Company in the past 3 (Three) years	Mr. Mathew Eipe has not resigned from any Listed Company in the past 3 (Three) years.	Dr. Ganapati Yadav has not resigned* from any Listed Company in the past 3 (Three) years.
No. of shares held by Director:			
By Self:	3,14,29,854 Equity Shares	82,434 Equity Shares	Nil
As a beneficial owner of:	1 (as Trustee of PJG Children Trust) 1 (as Trustee of NJG Children Trust) 1 (as Trustee of RJG Children Trust)	Nil	Nil
Skills and abilities required for the Role as an Independent Director		Strategy & Business expertise, Industry Expertise, Market Expertise, People & Talent Understanding, Governance, Finance & Risk.	Strategy & Business expertise, Industry Expertise, Technology & Future Readiness Perspective, Governance, Finance & Risk, Diversity of Perspective.
Justification for the Manner in which proposed appointee meets requirement (only in case of re-appointment of Independent Directors)^		Given the vast experience and expertise possessed by Mr. Mathew Eipe, the Nomination and Remuneration Committee and the Board of Directors have recommended his re-appointment for the second term.	Given the vast experience and expertise possessed by Dr. Ganapati Yadav, the Nomination and Remuneration Committee and the Board of Directors have recommended his re-appointment for the second term.
Summary of Performance Evaluation Report (only in case of re-appointment of Independent Directors)^	Not Applicable^	<p>The re-appointment of Mr. Mathew Eipe as an Independent Director is based on the positive feedback received from the Individual Board Member Feedback Report which was generated as a part of the Board Effectiveness and Evaluation Process.</p> <p>The re-appointment is based on the recommendation of the Nomination and Remuneration Committee and Board of Directors.</p>	<p>The re-appointment of Dr. Ganapati Yadav as an Independent Director is based on the positive feedback received from the Individual Board Member Feedback Report which was generated as a part of the Board Effectiveness and Evaluation Process.</p> <p>The re-appointment is based on the recommendation of the Nomination and Remuneration Committee and Board of Directors.</p>

Name of the Director	Mr. Jamshyd Godrej	Mr. Mathew Eipe	Dr. Ganapati Yadav
Remuneration last drawn (in ₹) (during Financial Year 2022-23)	Sitting Fees: ₹3,00,000/-	Sitting Fees: ₹21,00,000/- Commission: ₹10,00,000/-	Sitting Fees: ₹14,00,000/- Commission: ₹10,00,000/-
Remuneration to be paid	Sitting fees for attending Board and Committee Meetings	Sitting fees for attending Board and Committee Meetings and Commission	Sitting fees for attending Board and Committee Meetings and Commission
Number of Meetings of the Board attended during the year (Financial Year 2022-23)	3 (Three)	4 (Four)	4 (Four)
Number of Meetings of the Board attended during the year (Financial Year 2023-24, i.e., up to May 19, 2023)	Nil	1(One)	1(One)

* Dr. Ganapati Yadav ceased to be an Independent Director of Meghmani Organics Limited (L24110GJ1995PLC024052) due to amalgamation and the said Company stood dissolved in terms of Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal's order dated May 3, 2021.

^ In accordance with para. 1.2.5 of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, the said details shall form part of explanatory statement only in case of re-appointment of Independent Directors.