

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24241MH1988PLC097781

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG2953R

(ii) (a) Name of the company

GODREJ INDUSTRIES LIMITED

(b) Registered office address

GODREJ ONE, PIROJSHANAGAR, EASTERN EXPRESS HIGHWAY, VIKHR
OLI (EAST) NA
MUMBAI
Maharashtra
400079

(c) *e-mail ID of the company

tejal.jariwala@godrejinds.com

(d) *Telephone number with STD code

02225188010

(e) Website

www.godrejindustries.com

(iii) Date of Incorporation

07/03/1988

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120MH1995PLC095302

Pre-fill

Name of the Registrar and Transfer Agent

COMPUTECH SHARECAP LIMITED

Registered office address of the Registrar and Transfer Agents

147 MAHATMA GANDHI ROAD,
FORT

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

11/08/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	96.32
2	L	Real Estate	L1	Real estate activities with own or leased property	1.05
3	K	Financial and insurance Service	K2	Activities by Trusts, funds and other financial holding companies	2.63

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	GODREJ AGROVET LIMITED	L15410MH1991PLC135359	Subsidiary	64.9
2	GODREJ PROPERTIES LIMITED	L74120MH1985PLC035308	Subsidiary	47.34
3	Godrej Capital Limited	U67100MH2019PLC330262	Subsidiary	87.23
4	GODREJ ONE PREMISES MANA	U70102MH2015PTC266773	Subsidiary	58
5	Godrej International Limited		Subsidiary	100
6	Godrej International Trading &		Subsidiary	100
7	Godrej Consumer Products Lin	L24246MH2000PLC129806	Associate	23.74

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) * SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	800,000,000	336,638,257	336,638,257	336,638,257
Total amount of equity shares (in Rupees)	800,000,000	336,638,257	336,638,257	336,638,257

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	800,000,000	336,638,257	336,638,257	336,638,257
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	800,000,000	336,638,257	336,638,257	336,638,257

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	1,000,000,000

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	338,404	336,245,909	336584313	336,584,313	336,584,313	
Increase during the year	0	94,659	94659	94,659	94,659	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	53,944	53944	53,944	53,944	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		40,715	40715	40,715	40,715	
Increase Decrease in shares held in Demat mode						
Decrease during the year	40,715	0	40715	40,715	40,715	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	40,715		40715	40,715	40,715	
Decrease in shares held in Physical mode on account of						
At the end of the year	297,689	336,340,568	336638257	336,638,257	336,638,257	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE233A01035

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<div style="border: 1px solid black; width: 100%; height: 20px; display: flex; align-items: center;">12/08/2022</div>	
Date of registration of transfer (Date Month Year) <div style="border: 1px solid black; width: 100%; height: 20px;"></div>			
Type of transfer	<div style="border: 1px solid black; width: 50px; height: 20px;"></div>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	Amount per Share/ Debenture/Unit (in Rs.)	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
Ledger Folio of Transferor		<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	
Transferor's Name	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee		<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	
Transferee's Name	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <div style="border: 1px solid black; width: 100%; height: 20px;"></div>			
Type of transfer	<div style="border: 1px solid black; width: 50px; height: 20px;"></div>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	Amount per Share/ Debenture/Unit (in Rs.)	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv)
*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	85,000	please refer clarification n	35,500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			35,500,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	30,000,000,000	5,500,000,000	0	35,500,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v)
Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Commercial Paper	39,500	500000	19,750,000,000	500000	19,750,000,000
Total	39,500		19,750,000,000		19,750,000,000

V.
*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

44,879,652,043

(ii) Net worth of the Company

16,386,884,998

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	87,037,802	25.85	0	
	(ii) Non-resident Indian (NRI)	13	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	47,271,047	14.04	0	
10.	Others Trusts	91,817,925	27.27	0	
	Total	226,126,787	67.16	0	0

Total number of shareholders (promoters)

48

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	19,628,653	5.83	0	
	(ii) Non-resident Indian (NRI)	1,005,796	0.3	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	10,081	0	0	
5.	Financial institutions	2,383,189	0.71	0	
6.	Foreign institutional investors	35,054,580	10.41	0	
7.	Mutual funds	4,781,706	1.42	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,563,651	0.76	0	
10.	Others Trust + IEPF	45,083,814	13.39	0	
	Total	110,511,470	32.82	0	0

Total number of shareholders (other than promoters)

96,430

**Total number of shareholders (Promoters+Public/
Other than promoters)**

96,478

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
As per Attachment	As per Attachment			35,054,580	10.41

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	48	48
Members (other than promoters)	95,054	96,430
Debenture holders	47	61

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	2	2	2	0.4	9.56
B. Non-Promoter	1	6	1	6	0.01	0.02
(i) Non-Independent	1	0	1	0	0.01	0
(ii) Independent	0	6	0	6	0	0.02
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	3	8	0.41	9.58

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NADIR BURJOR GODF	00066195	Managing Director	599,008	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JAMSHYD NAOROJI G	00076250	Director	31,429,854	
PIROJSHA ADI GODRE	00432983	Director	741,758	
MATHEW EIPE	00027780	Director	82,434	
GANAPATI D. YADAV	02235661	Director	0	
MONAZ NOBLE	03086192	Director	0	
SHWETA BHATIA	03164394	Director	0	
SANDEEP MURTHY	00591165	Director	0	
AJAYKUMAR VAGHAN	00186764	Director	0	
TANYA ARVIND DUBA	00026028	Whole-time director	741,755	
NITIN SUDHAKAR NAE	06521655	Whole-time director	19,482	
CLEMENT GEORGE PI	AAKPP9186E	CFO	23,706	
TEJAL JARIWALA	AJIPJ1782D	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PIROJSHA ADI GODRE	00432983	Additional director	01/04/2022	Appointed as an Additional Director
PIROJSHA ADI GODRE	00432983	Director	29/06/2022	Regularization of Designation from A

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	12/08/2022	99,179	70	28.54

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	11	10	90.91
2	12/08/2022	11	11	100
3	14/11/2022	11	11	100
4	13/02/2023	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2022	5	5	100
2	Audit Committee	12/08/2022	5	5	100
3	Audit Committee	14/11/2022	5	5	100
4	Audit Committee	13/02/2023	5	5	100
5	Nomination and Remuneration Committee	26/05/2022	4	4	100
6	Nomination and Remuneration Committee	24/02/2023	4	4	100
7	Corporate Social Responsibility Committee	13/02/2023	4	3	75
8	Risk Management Committee	26/05/2022	5	5	100
9	Risk Management Committee	14/11/2022	5	5	100
10	Risk Management Committee	13/02/2023	5	5	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/08/2023
								(Y/N/NA)
1	NADIR BURJO	4	4	100	7	7	100	Yes

2	JAMSHYD NA	4	3	75	0	0	0	Yes
3	PIROJSHA AD	4	4	100	0	0	0	Yes
4	MATHEW EIP	4	4	100	13	13	100	Yes
5	GANAPATI D.	4	4	100	7	7	100	Yes
6	MONAZ NOBI	4	4	100	6	6	100	Yes
7	SHWETA BHA	4	4	100	5	5	100	No
8	SANDEEP MU	4	4	100	6	6	100	Yes
9	AJAYKUMAR	4	4	100	0	0	0	Yes
10	TANYA ARVIN	4	4	100	4	2	50	Yes
11	NITIN SUDHA	4	4	100	11	11	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NADIR GODREJ	Chairman & Mar	79,040,954				0
2	TANYA DUBASH	Executive Direct	86,021,103				0
3	NITIN NABAR	Executive Direct	102,561,945		6,484,557		0
	Total		267,624,002	0	6,484,557	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Clement Pinto	Chief Financial O	48,621,218		1,496,585		0
2	Tejal Jariwala	Company Secre	2,862,564				0
	Total		51,483,782	0	1,496,585		0

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jamshyd Godrej	Non-Executive D	0	0	0	300,000	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Pirojsha Godrej	Non-Executive Dir	0	0	0	400,000	0
3	Mathew Eipe	Independent Dir	0	1,000,000	0	2,100,000	0
4	Ganapati Yadav	Independent Dir	0	1,000,000	0	1,400,000	0
5	Monaz Noble	Independent Dir	0	1,000,000	0	1,000,000	0
6	Shweta Bhatia	Independent Dir	0	1,000,000	0	900,000	0
7	Sandeep Murthy	Independent Dir	0	1,000,000	0	1,300,000	0
8	Ajaykumar Vaghani	Independent Dir	0	1,000,000	0	400,000	0
	Total		0	6,000,000	0	7,800,000	13,800,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Bhavana Shewakramani

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

9577

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

5

dated

12/11/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by NADIR
BURJOR GODREJ
Date: 2023.10.11 10:48:31 +05'30'

DIN of the director

00066195

To be digitally signed by

Digitally signed by TEJAL VIRENDRA JARIWALA
Date: 2023.10.11 10:48:39 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

9817

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach**Attach****Attach****Attach****List of attachments**

MGT 8F.pdf
Clarification Note.pdf
Committee Attendance.pdf
Details of subsidiaries.pdf
FIIDataMarch312023.pdf
Share Transfer Data.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company