



GODREJ INDUSTRIES LIMITED

CIN: L24241MH1988PLC097781

Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East),
Mumbai - 400 079, Maharashtra, India

Tel No.: 022 - 25188010; **Fax No.:** 022- 25188066

Email: investor@godrejinds.com; **Website:** www.godrejindustries.com

NOTICE is hereby given that an Extraordinary General Meeting of the Members of GODREJ INDUSTRIES LIMITED will be held on Thursday, March 28, 2019 at 3.00 p.m. at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra to transact the following business:

SPECIAL BUSINESS:

1. Continuation of directorship of Mr. A. B. Godrej, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the continuation of directorship of Mr. A. B. Godrej [Director Identification Number (DIN): 00065964], aged 76 years, as a 'Non-Executive, Non-Independent Director' of the Company, liable to retire by rotation."

2. Continuation of directorship of Mr. S. A. Ahmadullah, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. S. A. Ahmadullah [Director Identification Number (DIN): 00037137], Non-Executive Independent Director of the Company, aged 79 years, whose present term of office is for 5 (five) years, appointed with effect from the 26th (Twenty Sixth) Annual General Meeting of the Company held on August 9, 2014 till August 8, 2019, and whose continuation in office with effect from April 1, 2019 requires approval of Members by way of Special Resolution being more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. S. A. Ahmadullah as a 'Non-Executive Independent Director' of the Company, to hold office for his remaining term of office with effect from April 1, 2019 upto August 8, 2019, not liable to retire by rotation."

3. Continuation of directorship of Mr. A. B. Choudhury, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. A. B. Choudhury [Director Identification Number (DIN): 00557547], Non-Executive Independent Director of the Company, aged 76 years, whose present term of office is for 5 (five) years, appointed with effect from the 26th (Twenty Sixth) Annual General Meeting of the Company held on August 9, 2014 till August 8, 2019, and whose continuation in office with effect from April 1, 2019 requires approval of Members by way of Special Resolution being more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. A. B. Choudhury as a 'Non-Executive Independent Director' of the Company, to hold office for his remaining term of office with effect from April 1, 2019 upto August 8, 2019, not liable to retire by rotation."

4. Continuation of directorship of Mr. K. K. Dastur, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. K. K. Dastur [Director Identification

Number (DIN): 00050199], Non-Executive Independent Director of the Company, aged 77 years, whose present term of office is for 5 (five) years, appointed with effect from the 26th (Twenty Sixth) Annual General Meeting of the Company held on August 9, 2014 till August 8, 2019, and whose continuation in office with effect from April 1, 2019 requires approval of Members by way of Special Resolution being more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. K. K. Dastur as a 'Non-Executive Independent Director' of the Company, to hold office for his remaining term of office with effect from April 1, 2019 upto August 8, 2019, not liable to retire by rotation."

5. Continuation of directorship of Mr. A. D. Cooper, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. A. D. Cooper [Director Identification Number (DIN): 00026134], Non-Executive Independent Director of the Company, aged 78 years, whose present term of office is for 5 (five) years, appointed with effect from October 28, 2015, at the 28th (Twenty Eighth) Annual General Meeting of the Company held on August 11, 2016 till October 27, 2020, and whose continuation in office with effect from April 1, 2019 requires approval of Members by way of Special Resolution being more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. A. D. Cooper as a 'Non-Executive Independent Director' of the Company, to hold office for his remaining term of office with effect from April 1, 2019 upto October 27, 2020, not liable to retire by rotation."

6. Approval for waiver of excess managerial remuneration paid to Ms. Tanya Dubash, Whole Time Director of the Company

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

"RESOLVED THAT upon recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, and without requiring approval of the Central Government, the approval of the Members be and is hereby accorded for the waiver of excess managerial remuneration paid to Ms. Tanya Dubash, Whole Time Director, designated as Executive Director & Chief Brand Officer [Director Identification Number (DIN): 00026028] of the Company for the Financial Years 2016-17 and 2017-18, which was in excess of maximum remuneration permissible under the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution."

7. Approval for waiver of excess managerial remuneration paid to Mr. Nitin Nabar, Whole Time Director of the Company

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

"RESOLVED THAT upon recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, and without requiring approval of the Central Government, the approval of the Members be and is hereby accorded for the waiver of excess managerial remuneration paid to Mr. Nitin Nabar, Whole Time Director, designated as Executive Director & President (Chemicals) [Director Identification Number (DIN): 06521655] of the Company for the Financial Years 2016-17 and 2017-18, which was in excess of maximum remuneration permissible under the Act."

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

Date and Place: February 13, 2019, Mumbai

Registered Office:

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

**By the Order of the Board of Directors
of Godrej Industries Limited**
Sd/-
Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9817)

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of business as set out in the Notice is annexed hereto.
2. Brief resume of Directors / persons proposed to be appointed / re-appointed, as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards issued by The Institute of Company Secretaries of India is provided after the explanatory statement to this Notice.
3. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his / her behalf and the proxy need not be a Member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company, duly completed and signed, not later than 48 (Forty Eight) hours before the commencement of the Meeting. A proxy so appointed shall not have any right to speak at the Meeting. A person can act as a proxy on behalf of not more than 50 (Fifty) Members holding in the aggregate, not more than 10% (Ten Percent) of the total Share Capital of the Company.

Members holding more than 10% (Ten Percent) 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 Member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. A route map giving directions to reach the venue of the Extraordinary General Meeting (EGM) is given at the end of the Notice.
5. 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, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai – 400001, Maharashtra.
6. Relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of the EGM.
7. Corporate Members intending to send their Authorised Representatives to attend the EGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorising their Representative to attend and vote on their behalf at the Meeting.
8. Pursuant to Sections 101 and 136 of the Act, read with Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding Green Initiative, the Notice of the EGM, *inter alia*, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Computech Sharecap Limited / Depository Participant and who have not opted to receive the same in physical form.

For Members who have not registered their email addresses and / or have opted to receive the documents in physical form, physical copies of the Notice of the EGM would be sent by the permitted mode.

Members are requested to support Green Initiative by registering / updating 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 (in case of Shares held in physical form).

9. A copy of the Notice will also be available on the website of the Company, viz. www.godrejindustries.com. Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may send a request to the Company's email id, viz. investor@godrejinds.com.
10. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slip enclosed herewith, duly filled in, for attending the EGM.

11. **Procedure for Remote E-voting**

E-voting: In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to the Members the facility to exercise their vote for business to be transacted in this notice of EGM by electronic means through e-voting facility provided by Central Depository Services (India) Limited ("CDSL"). Members who are holding shares in physical or dematerialized form as on **Thursday, March 21, 2019** shall exercise their vote by electronic means.

The instructions for Members voting electronically are as under:

- (i) The voting period begins on **Sunday, March 24, 2019** at 9.00 a.m. (IST) and ends on **Wednesday, March 27, 2019** at 5.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Thursday, March 21, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first five letters "NPGIL" and the 5 digits of the sequence number printed on the address label/ email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN: GODREJ INDUSTRIES LIMITED on which you choose to vote.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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 & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Members may also contact Mr. Mehboob Lakhani, Assistant Manager, CDSL on Ph: 1800225533.

12. General instructions / information for Members for voting on the Resolutions:

- a) **Voting at EGM:** The Members who have not casted their vote through Remote E-voting can exercise their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue. The Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice.
Members who have already cast their votes by Remote E-voting are eligible to attend the Meeting, however these Members are not entitled to cast their vote again at the Meeting. A Member can opt for only a single mode of voting, i.e., through Remote E-voting or voting at the EGM. In case a Member casts votes by both the modes then voting done through Remote E-voting facility shall prevail and voting at the EGM shall not be considered.
- b) The voting rights of the Members shall be in proportion to their share in the Paid-Up Equity Share Capital of the Company as on the cut-off date, i.e., **Thursday, March 21, 2019**. Members are eligible to cast their vote either through Remote E-voting or at the EGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- c) The poll process shall be conducted and scrutinized and a Report thereon will be prepared in accordance with Section 109 of the Act read with the Companies (Management and Administration) Rules, 2014.
- d) 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., **Thursday, March 21, 2019** may follow the instructions for voting on the resolutions as mentioned in point no.11 of the Notice of EGM.
- e) Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership no. FCS 7132) or failing him Ms. Bhavana Shewakramani (Membership No. FCS 8636) 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 voting by way of poll, to be conducted at the EGM, in a fair and transparent manner.
- f) The Scrutinizer, after scrutinizing the votes cast 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 who shall counter sign and declare the Results of the voting.

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.

13. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on **Thursday, March, 28, 2019**, subject to receipt of the requisite number of votes in favour of the Resolutions.

Date and Place: February 13, 2019, Mumbai

Registered Office:

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

**By the Order of the Board of Directors
of Godrej Industries Limited**
Sd/-
Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9817)

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

The following Explanatory Statement sets out all the material facts relating to the Special business mentioned under Item Nos. 1 to 7 of the accompanying Notice dated February 13, 2019.

Item No.1:

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. A. B. Godrej is a Non-Executive Director of the Company liable to retire by rotation. Mr. A. B. Godrej has been a Director of the Company since March 7, 1988. Since, Mr. A. B. Godrej has attained the age of 76 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company.

Mr. A. B. Godrej is Chairman of the Godrej Group, which is mainly privately held, over a 100 year-old family conglomerate, with operations in India and several other countries.

Mr. A. B. Godrej has been President of several Indian Trade and Industrial Bodies and associations.

He is the Past Chairman of the Board of the Indian School of Business, and Past President of the Confederation of Indian Industry. He has been a member of the Dean's Advisory Council of the MIT Sloan School of Management, Chairman of the Board of Governors of the Narsee Monjee Institute of Management Studies and a member of the Wharton Asian Executive Board. Mr. Godrej is also a patron of the Himalayan Club.

Mr. Godrej holds a Bachelor's and a Master's degree from the Sloan School of Management at MIT.

Mr. Godrej is a recipient of several awards and recognitions:

- The Rajiv Gandhi Award 2002.
- The American India Foundation (AIF) Leadership in Philanthropy Award, 2010.
- The Entrepreneur of the Year for the Asia Pacific Entrepreneurship Awards 2010.
- Best Businessman of the Year for the GQ Men of the Year Awards 2010.
- Chemexcil's Life Time Achievement Award 2010.
- AIMA-JRD Tata Corporate Leadership Award 2010.
- Bombay Management Association - Management Man of the Year Award 2010-2011.
- Qimpro Platinum Standard award for business in 2011.
- Ernst & Young Entrepreneur of the year 2012.
- The Padma Bhushan 2013.
- The Asian Awards, Entrepreneur of the Year 2013.
- The All India Management Association-Business Leader of the Year 2015.
- The Clinton Global Citizen Award 2016 for his Leadership in the Private Sector.

- The Lifetime Achievement Award at the 11th CNBC AWAAZ Real Estate Awards 2016-17.
- Sir Jehangir Ghandy Medal for Industrial and Social Peace” at the 61st Annual Convocation of XLRI in March, 2017.
- Global Leadership Award at the U.S. India Business Council Leadership Summit, Washington, D.C. in June, 2017.
- Lifetime Achievement Award at the Forbes India Leadership Awards 2017.
- Shri. Pravinchandra V. Gandhi Award for “Excellence in Public Life” by the The Rotary Club of Bombay, 2018.
- All India Management Association (AIMA) Life Time Achievement Award for Management for the Year 2017.
- ‘Lifetime Achievement in Ethical Leadership & Governance-2017’ by the Asian Centre for Corporate Governance & Sustainability.
- Doctor of Philosophy (D.Phil.) – Honoris Causa at the Amity University Convocation on 24th February, 2018.
- Lifetime Achievement Award at the 8th Annual Construction Week India Awards 2018.
- The Economic Times Lifetime Achievement Award for Corporate Excellence 2018.
- Honorary Doctoral Degree conferred by The Xavier University, Bhubaneswar on 5th December 2018.
- Xavier Ratna Award by the St. Xavier School Alumni Association on 5th January, 2019.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Mr. A. B. Godrej as a “Non-Executive Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company since its incorporation.

The Members are, therefore, requested to grant their approval by way of passing a Special Resolution for the continuation of directorship of Mr. A. B. Godrej [Director Identification Number (DIN): 00065964] as a ‘Non-Executive Director’ of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Mr. A. B. Godrej, Mr. N. B. Godrej (Brother of Mr. A. B. Godrej), Ms. Tanya A. Dubash (Daughter of Mr. A. B. Godrej)] is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommend the Special Resolution set forth in Item No. 1 for approval of the Members.

Item Nos. 2 to 5

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Members of the Company, at their 26th (Twenty Sixth) Annual General Meeting held on August 9, 2014, had granted approval for appointment of Mr. S. A. Ahmadullah (DIN: 00037137), Mr. A. B. Choudhury (DIN: 00557547) and Mr. K. K. Dastur (DIN: 00050199) as Non-Executive, Independent Directors of the Company for a term of 5 (five) years, w.e.f. August 9, 2014 upto August 8, 2019, not liable to retire by rotation.

Further, the Members of the Company at their 28th (Twenty Eighth) Annual General Meeting held on August 11, 2016 had granted approval for appointment of Mr. A. D. Cooper [Director Identification Number (DIN): 00026134] as a Non-Executive Independent Director of the Company for a term of 5 (five) years, w.e.f. October 28, 2015 upto October 27, 2020.

Accordingly, the continuation as Non-Executive Independent Directors with effect from April 1, 2019 shall require approval of the Members by way of passing Special Resolution(s).

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company with effect from April 1, 2019 is as under:

1) Mr. S. A. Ahmadullah

Mr. Saleem Ahmadullah has been serving as a Director on the Board of Godrej Industries Limited since 1995.

2) Mr. A. B. Choudhury

Mr. Amit Choudhury holds a Master’s degree in Economics and Master’s in Management Studies from Jamnalal Bajaj Institute of Management Studies. Mr. A. B. Choudhury was the Managing Director of Godrej Properties Limited and retired from the services in April 2003. Currently he is an Independent Director on the Board of Godrej Properties Limited.

3) Mr. K. K. Dastur

Mr. Kersi Dastur is a Chartered Accountant. He joined Godrej Soaps Limited in 1965 and retired from the company as Executive Director, Finance in 2002. Mr. Kersi Dastur continues to serve on the Board of Godrej Industries Limited as an Independent Director since May 1, 2002.

4) Mr. A. D. Cooper

Mr. Aspy Cooper is a bachelor in Commerce from Mumbai University and is a Fellow member of The Institute of Chartered Accountants of India. He has over 40 years of experience in accounting, finance and consulting. He is widely known for his expertise in general management consultancy, implementing accounting and organisational control systems, and corporate performance management solutions. He is also adept in managing risks and change. He was a partner at S B Billimoria & Co. Limited and Deloitte Haskins & Sells. He also served as National Director – Consulting, Deloitte India and served on the boards of Trent Limited and Tata Asset Management Limited.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. S. A. Ahmadullah, Mr. A. B. Choudhury, Mr. K. K. Dastur and Mr. A. D. Cooper as “Independent Directors” of the Company, considering their rich experience, expertise and valuable contribution made to the Board of Directors of the Company. Their presence on the Board adds more value and gives confidence to the Board in its decisions.

The aforementioned Non-Executive Independent Directors fulfill all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from them that they meet the criteria of independence as prescribed under the Act and Listing Regulations, presently applicable. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

A brief resume of the said Directors, the nature of their expertise in specific functional areas, names of the companies in which they are holding Directorships, Committee Memberships / Chairmanships, their shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

The Members are, therefore, requested to grant their approval by way of passing Special Resolutions for the continuation of directorship of Mr. S. A. Ahmadullah, Mr. A. B. Choudhury and Mr. K. K. Dastur as Non-Executive, Independent Directors of the Company upto August 8, 2019 and Mr. A. D. Cooper as Non-Executive, Independent Director of the Company upto October 27, 2020, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. S. A. Ahmadullah, Mr. A. B. Choudhury, Mr. K. K. Dastur and Mr. A. D. Cooper with respect to their respective resolutions) are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

The Board of Directors recommend the Special Resolutions set forth in Item No. 2 to 5 of the Notice for approval of the Members.

Item Nos. 6 and 7

The managerial remuneration paid to Ms. Tanya Dubash, designated as Executive Director & Chief Brand Officer of the Company and Mr. Nitin Nabar, Whole Time Director designated as Executive Director & President (Chemicals) of the Company (“said Directors”) during the Financial Years (F.Y.) 2016-17 and 2017-18 exceeded the limit under Section 197 of the Companies Act, 2013 (“the Act”).

The Company had made applications to Central Government in the Financial Year 2017-18 seeking its approval for waiver of excess remuneration paid / to be paid to the said Directors for the Financial Years 2016-17, 2017-18 and 2018-19. The said applications were abated by the Central Government on November 1, 2018 pursuant to notification of the new provisions which now requires the Company to seek approval of the Members for waiver of the excess remuneration paid to the Directors.

Therefore, the Members are requested to grant their approval for waiver of excess managerial remuneration paid to the said Directors during the Financial Years (F.Y.) 2016-17 and 2017-18.

Ms. Tanya Dubash and Mr. Nitin Nabar may be deemed to be interested in the resolutions at Item Nos. 6 and 7, respectively. Ms. Tanya Dubash is the daughter of Mr. Adi B. Godrej, accordingly, Mr. Adi B. Godrej may be deemed to be interested in the resolution No.6. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board of Directors recommend the Special Resolutions set forth in Item Nos. 6 and 7 for approval of the Members.

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

1. Nature of Industry

The Company is engaged in the business of manufacture and marketing of oleo-chemicals, their precursors and derivatives, bulk edible oils, estate management and investment activities.

2. Date or expected date of commencement of commercial production: March, 1988.

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable as the Company is an existing Company.

4. Financial Performance based on given indicators:

(Rs. in Crore)

Particulars	F.Y. 2017-18	F.Y. 2016-17
Total Income	2287.13	1649.05
Expenditure other than Interest and Depreciation	1749.47	1534.11
Profit before Interest, Depreciation and Tax	537.66	114.94
Interest (Net)	212.43	207.86
Profit before Depreciation and Tax	325.23	(92.92)
Depreciation	68.58	52.43
Profit before Tax and Exceptional Items	256.65	(145.35)
Provision for Current Tax	13.48	0
Provision for Deferred Tax	1.48	(0.11)
Net Profit	241.40	(145.24)

5. Foreign investments and collaboration, if any:

The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.

II. INFORMATION ABOUT THE APPOINTEES:**1. Background Details:**

- (a) **Ms. Tanya Dubash:** Ms. Tanya Dubash serves as the Executive Director and Chief Brand Officer of Godrej Industries Ltd., and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand. Ms. Tanya Dubash is also the Chairperson of Godrej Nature's Basket and a Director on the Board of Godrej Industries Limited, Godrej Consumer Products Limited and Godrej Agrovet Limited. She also serves on the boards of Britannia, AIESEC and India@75.

Ms. Tanya Dubash was a member on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015. She was a trustee of Brown University between 2012 and 2018 and continues to be member of the Brown India Advisory Council and on the Watson Institute Board of Overseers.

Ms. Tanya Dubash was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown University, USA, and an alumna of the Harvard Business School.

- (b) **Mr. N. S. Nabar:** Mr. Nitin Nabar is currently the Executive Director & President (Chemicals) of Godrej Industries Limited (GIL). Mr. Nitin Nabar is also a member of the Godrej Management Committee, the apex decision-making body of the Godrej Group. Mr. Nitin Nabar joined the Group in June 1985 as a Trainee, after completing his B.Sc (Tech) degree from ICT. He is also a Management Graduate with specialisation in Marketing from Welingkar Institute of Management Development and Research, Mumbai. In his 33 years at Godrej, Mr. Nitin Nabar has held leadership roles across the sales, marketing, commodities, imports and exports, supply chain management and purchase functions.

2. Past remuneration:

During the Financial Year ended March 31, 2018, Rs.667,57,930/- and Rs.350,11,307/- was paid as remuneration to Ms. Tanya Dubash and Mr. Nitin Nabar, respectively.

3. Recognition and Awards:

Ms. Tanya Dubash was recognized by the World Economic Forum as a Young Global Leader in 2007.

Mr. Nitin Nabar has been recently recognised by ICT with the UAA-ICT Distinguished Alumnus (Professional) Award 2018. He is a Committee Member in CHEMEXCIL (an export promotion council for the chemicals industry).

4. Job profile Suitability:

Ms. Tanya Dubash: She is on the board of several Godrej Group companies including Godrej Consumer Products Limited and Godrej Agrovet Limited. As an Executive Director & Chief Brand Officer, she is charged with the responsibility of enhancing the value of the Godrej Brand and evolving the Group to a more Brand driven organization. She heads the Strategic Marketing Group (SMG) that guides the Godrej Masterbrand and portfolio strategy, and chairs a Marketing Council comprising of Group Marketing Heads and oversees Godrej Nature's Basket, a gourmet food retailing chain. She also heads Corporate Communications and Media for the Group. She is a Trustee of the Brown University and a member of the Brown - India Advisory Council.

Mr. Nitin Nabar: He was instrumental in building up the Chemicals business globally, during his tenure as the head of sales and marketing. Today, this business, which Mr. Nitin Nabar now heads, ranks among India's leading manufacturer of oleo-

chemicals and surfactants, and its products are exported to over 80 countries in North and South America, Asia, Europe, Australia and Africa. He is passionate about driving the Group's commitment to sustainable business growth, built on the concept of shared values. Under his leadership, the Chemicals business introduced several sustainability initiatives, which have been recognised in external forums. Some of these include CII, FICCI, ICC acknowledgements of Environmental Best Practices and Energy Efficiency initiatives.

5. Remuneration:

The approval of the Members is being sought for waiver of excess managerial remuneration paid to Ms. Tanya Dubash and Mr. Nitin Nabar, Whole Time Directors as follows:-

(A) Ms. Tanya Dubash

(Amount in Rs.)

Particulars	F.Y. 2016-17	F.Y. 2017-18
Ceiling on managerial remuneration as per Companies Act, 2013	1,20,00,000	1,20,00,000
Amount actually paid as Remuneration	4,84,02,390	6,46,56,680
Excess Remuneration	3,64,02,390	5,26,56,680

(B) Mr. Nitin Nabar

(Amount in Rs.)

Particulars	F.Y. 2016-17	F.Y. 2017-18
Ceiling on managerial remuneration as per Companies Act, 2013	1,20,00,000	1,20,00,000
Amount actually paid as Remuneration	2,10,18,608	3,41,62,402
Excess Remuneration	90,18,608	2,21,62,402

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Ms. Tanya Dubash and Mr. Nitin Nabar, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration paid to Ms. Tanya Dubash and Mr. Nitin Nabar, they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except that Ms. Tanya Dubash is the daughter of Mr. A. B. Godrej.

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits:	Godrej Industries Limited (GIL) has interest in various businesses directly and through its subsidiaries and associates. GIL including its subsidiaries and associates has presence in oleochemicals, property development, oil palm plantation, animal feeds and agroproducts, poultry, personal care and household care, etc. While GIL's investments in Group Companies are strategic investments, GIL does encash some of the value created from time to time by sale of such investments resulting in profits on sale of investments. This profit is to be necessarily excluded from the calculations for determining the net profits under Section 198 of the Companies Act, 2013 in order to ascertain the limit for overall maximum managerial remuneration. If GIL was allowed to consider such profits (e.g. profit on sale of investments), the Company may be well within its limit.
2	Steps taken or proposed to be taken for improvement:	
3	Expected increase in productivity and profits in measurable terms:	

Date and Place: February 13, 2019, Mumbai

Registered Office:

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

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

Sd/-

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

**Brief Resume of Directors/persons seeking appointment/re-appointment at the
ExtraOrdinary General Meeting of the Company**

**[Pursuant to Regulation 36(3) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of the Director	Mr. A. B. Godrej	Mr. S. A. Ahmadullah	Mr. A. B. Choudhury	Mr. K. K. Dastur	Mr. A. D. Cooper
DIN	00065964	00037137	00557547	00050199	00026134
Age (in years)	76	79	76	77	78
Nationality	Indian	Indian	Indian	Indian	Indian
Date of appointment	March 7, 1988	January 3, 1995	August 4, 2009	May 1, 2002	October 28, 2015
Qualification	B.S., M.S. from Massachusetts Institute of Technology, U.S.A.	B. A. (Cantab.)	Masters in Economics and MMS from JBIMS	B. Com., A.C.A.,	Chartered Accountant
Nature of expertise in specific functional area	Engineering and Management	Marketing and General Management	Marketing, General Management and Real Estate	Finance, Accounts and Commercial	General management consultancy, implementing accounting and organisational control systems, and corporate performance management solutions.
Directorships held in other companies (excluding Foreign Companies and Section 8 Companies)	<p>Listed Companies:</p> <p>1. Godrej Consumer Products Limited</p> <p>Public Companies:</p> <p>1. Godrej & Boyce Manufacturing Company Limited</p>	<p>Private Companies:</p> <p>1. Globe Theatres Private Limited</p> <p>2. Nadir Company Private Limited</p>	<p>Listed Companies:</p> <p>1. Godrej Agrovet Limited</p> <p>2. Godrej Properties Limited</p> <p>Public Companies:</p> <p>1. Godrej Projects Development Limited</p> <p>Private Companies:</p> <p>1. Godrej Landmark Redevelopers Private Limited</p> <p>2. Godrej Redevelopers (Mumbai) Private Limited</p>	<p>Public Companies:</p> <p>1. Godrej Projects Development Limited</p> <p>Private Companies:</p> <p>1. Godrej Landmark Redevelopers Private Limited</p> <p>2. Godrej Redevelopers (Mumbai) Private Limited</p>	<p>Public Companies:</p> <p>1. Godrej Projects Development Limited</p> <p>Private Companies:</p> <p>1. Godrej Landmark Redevelopers Private Limited</p> <p>2. Godrej Redevelopers (Mumbai) Private Limited</p>
Chairmanships/ Memberships of Committees held in Committees of other companies	<p>Godrej Consumer Products Limited:</p> <p>Member of Stakeholder's Relationship Committee</p>	NIL	<p>Godrej Agrovet Limited:</p> <p>- Member of Risk Management Committee and Stakeholders' Relationship Committee</p> <p>Godrej Properties Limited:</p> <p>- Chairman of Stakeholder's Relationship Committee</p> <p>- Member of Audit Committee, Nomination and Remuneration Committee, Allotment Committee and Corporate Social Responsibility Committee.</p>	<p>Oil Field Instrumentation (India) Limited:</p> <p>- Chairman of Audit Committee</p> <p>Godrej Infotech Limited:</p> <p>- Member of the Audit Committee, Corporate Social Responsibility Committee and Nomination & Remuneration Committee</p>	<p>Godrej Redevelopers (Mumbai) Private Limited:</p> <p>- Member of Audit Committee and Nomination & Remuneration Committee</p> <p>Godrej Landmark Redevelopers Private Limited:</p> <p>- Chairman of Nomination and Remuneration Committee</p> <p>- Member of Audit Committee</p> <p>Godrej Projects Development Limited:</p> <p>- Member of Audit Committee and Nomination & Remuneration Committee</p>

Name of the Director	Mr. A. B. Godrej	Mr. S. A. Ahmadullah	Mr. A. B. Choudhury	Mr. K. K. Dastur	Mr. A. D. Cooper
			<p>Godrej Projects Development Limited - Chairman of Audit Committee and Nomination and Remuneration Committee - Member of Corporate Social Responsibility Committee Godrej Landmark Redevelopers Private Limited - Chairman of Corporate Social Responsibility Committee and Audit Committee - Member of Nomination and Remuneration Committee Godrej Redevelopers (Mumbai) Private Limited Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee</p>		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company <i>inter-se</i>	- Brother of Mr. N.B. Godrej, Managing Director - Father of Ms. Tanya Dubash, Executive Director & Chief Brand Officer	None	None	None	None
No. of shares held by Director: By Self:	607,692 Equity Shares	6,004 Equity Shares	300 Equity Shares	3,608 Equity Shares	NIL
As a beneficial owner of:	1,15,07,016 Equity Shares (Trustee of ABG Family Trust)	NIL	NIL	NIL	NIL
Number of Meetings of the Board attended during the year	5	5	5	5	5



GODREJ INDUSTRIES LIMITED

CIN: L24241MH1988PLC097781

Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East),
Mumbai - 400 079, Maharashtra, India

Tel No.: 022 - 25188010; **Fax No.:** 022- 25188066

Email: investor@godrejinds.com; **Website:** www.godrejindustries.com

Form No. MGT-11

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, holding _____ Equity Shares of the Company, hereby appoint:

- Name : E-mail ID :
Address :
..... Signature: or failing him
- Name : E-mail ID :
Address :
..... Signature: or failing him
- 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 Extraordinary General Meeting of the Members of Godrej Industries Limited to be held at the "Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079, Maharashtra on Thursday, March 28, 2019 at 3.00 p.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Special Business	
1.	Continuation of directorship of Mr. A. B. Godrej, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Continuation of directorship of Mr. S. A. Ahmadullah, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3.	Continuation of directorship of Mr. A. B. Choudhury, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.	Continuation of directorship of Mr. K. K. Dastur, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5.	Continuation of directorship of Mr. A. D. Cooper, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6.	Approval for waiver of excess remuneration paid to Ms. Tanya Dubash, Whole Time Director of the Company for the Financial Years 2016-17 and 2017-18.
7.	Approval for waiver of excess remuneration paid to Mr. Nitin Nabar, Whole Time Director of the Company for the Financial Years 2016-17 and 2017-18.

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



GODREJ INDUSTRIES LIMITED

CIN: L24241MH1988PLC097781

Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East),
Mumbai - 400 079, Maharashtra, India

Tel No.: 022 - 25188010; **Fax No.:** 022- 25188066

Email: investor@godrejinds.com; **Website:** 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 dematerialized form

I/We hereby record my/our presence at the **EXTRAORDINARY GENERAL MEETING** of Godrej Industries Limited held on Thursday, March 28, 2019 at 3.00 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.

1. 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.
2. Member / Proxy holder who desires to attend the Meeting should bring his/her copy of the Notice for reference at the Meeting.
3. Joint shareholders may obtain additional attendance slip at the venue of the Meeting.
4. The map to reach the Extraordinary General Meeting venue is given overleaf.

VENUE OF EGM

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 2:30 p.m. A drop back facility will also be available.

