



# NOTICE TO SHAREHOLDERS

# Notice to Shareholders

NOTICE is hereby given that the 32<sup>nd</sup> (THIRTY SECOND) Annual General Meeting of the Members of GODREJ INDUSTRIES LIMITED will be held on Thursday, August 13, 2020 at 3.00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

## Ordinary Business:

### 1. Adoption of Financial Statements for the Financial Year ended March 31, 2020

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020 and the Board’s Report and Statutory Auditor’s Report thereon.

### 2. Appointment of Mr. Adi Godrej as a Director, liable to retire by rotation, who has offered himself for re-appointment

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Adi Godrej (DIN: 00065964) as a “Director”, to the extent that he is required to retire by rotation.”

### 3. Appointment of Mr. Vijay Crishna as a Director, liable to retire by rotation, who has offered himself for re-appointment

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval

of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Vijay Crishna (DIN: 00066267) as a “Director”, to the extent that he is required to retire by rotation.”

## Special Business:

### 4. Approval for appointment of Ms. Monaz Noble as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof), consent of the Members be and is hereby accorded for the appointment of Ms. Monaz Noble (DIN: 03086192) as a “Non-Executive Independent Director” of the Company, not liable to retire by rotation, for a term of 5 (Five) years with effect from May 1, 2020 upto April 30, 2025.”

### 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 remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 000010), appointed as the Cost Auditors of the Company, to conduct an audit of the cost records of the Company for the Financial Year ending on March 31, 2021, at ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses, be and is hereby approved and ratified.

**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 22, 2020, Mumbai

By Order of the Board of Directors  
of Godrej Industries Limited

Tejal Jariwala  
Company Secretary & Compliance Officer  
(FCS 9817)

**Registered Office:**

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

Tel.: +91 22 2518 8010

Fax: +91 22 25188066

Website: [www.godrejindustries.com](http://www.godrejindustries.com)

Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)

CIN: L24241MH1988PLC097781

**NOTES:**

1. The Company's Statutory Auditors, M/s. BSR & Co. LLP, Chartered Accountants, (Registration number 101248W/W-100022), were appointed for a period of 5 (Five) consecutive years at the 29<sup>th</sup> (Twenty Ninth) Annual General Meeting ("AGM") of the Members held on August 11, 2017 at a remuneration as decided by the Board of Directors of the Company.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on August 11, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 ("the Act") by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors was withdrawn from the statute. In view of the same, the Members of the Company at the 30<sup>th</sup> (Thirtieth) AGM held on August 13, 2018 had approved ratification of appointment of M/s. BSR & Co. LLP as the Statutory Auditors of the Company for the remaining period, i.e., from the conclusion of 30<sup>th</sup> (Thirtieth) AGM held on August 13, 2018 upto the conclusion of the 34<sup>th</sup> (Thirty Fourth) AGM. Therefore, the approval of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors had given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32<sup>nd</sup> (Thirty Second) 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 terms with the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the the 32<sup>nd</sup> (Thirty Second) 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.

3. Since this AGM is being held pursuant to the MCA 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 32<sup>nd</sup> (Thirty Second) AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Act, 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.
4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. 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 at [investor@godrejinds.com](mailto:investor@godrejinds.com).
6. 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.

7. The Register of Members and Share Transfer Books will remain closed from Thursday, August 6, 2020 to Thursday, August 13, 2020 (both days inclusive) for the purpose of the AGM.
8. The Explanatory Statement pursuant to Section 102 of the Act in respect of business as set out in the Notice is annexed hereto.
9. The details required under Regulation 26(4) and 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 / persons proposed to be appointed / re-appointed at this AGM form 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, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai – 400001, Maharashtra.

#### **DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:**

11. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as “Annual Report”), the Annual Report for Financial Year 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s) and no physical copies will be dispatched to the Members.

Therefore, Members are requested and

encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Computech Sharecap Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).

12. Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their email addresses by writing to the Company's RTA, Computech Sharecap Limited with subject line "Request to update email id" at [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in). Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above mentioned Members, subject to receipt of the required documents and information from the Members.
13. The Notice of AGM along with Annual Report for Financial Year 2019-20, is available on the website of the Company at [www.godrejindustries.com](http://www.godrejindustries.com), on the website of Stock Exchanges, i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under

Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at [www.godrejindustries.com](http://www.godrejindustries.com) during the time of the AGM.

15. **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.
16. **Nomination:** Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant(s).
17. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act 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 13, 2019 (date of last AGM) are available on the website of the Company. The Members whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority [www.iepf.gov.in](http://www.iepf.gov.in).

During the year, the Company transferred

unclaimed dividend of ₹ 6,62,864/- (Rupees Six Lakh Sixty Two Thousand Eight Hundred Sixty Four Only) and no shares were required to be transferred to IEPF.

Dividend for the Financial Year ended	Date of Dividend Declaration	Due Date for Transfer
31.03.2013	10.08.2013	15.09.2020
31.03.2014	09.08.2014	16.09.2021
31.03.2015	11.08.2015	17.09.2022
31.03.2016*	08.03.2016*	14.04.2023
31.03.2017	11.08.2017	17.09.2024
31.03.2018	13.08.2018	19.09.2025
31.03.2019	13.08.2019	19.08.2026

\*Interim Dividend

18. **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.

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

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

19. **Share Transfer permitted only in Demat:** As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above

and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider dematerialization of shares held by them in physical form.

20. **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 6, 2020 only shall be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at the AGM.

#### I) INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

- Pursuant to the provisions of Section 108 of the Act 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 CDSL for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by Shareholders 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 through VC / OAVM but shall not be entitled to cast their vote again.
- 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.

4. 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.

The Results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., [www.godrejindustries.com](http://www.godrejindustries.com) immediately after the Results are declared and will simultaneously be communicated to CDSL, viz., [www.evotingindia.com](http://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.

5. 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, August 6, 2020 may obtain the login details in the manner as mentioned below.

**The instructions for Shareholders voting electronically are as under:**

- (i) The voting period begins on Sunday, August 9, 2020 at 9.00 a.m. (IST) and ends on Wednesday, August 12, 2020 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., Thursday, August 6, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" module.
- (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. Shareholders 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](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
  - (vii) If you are a first time user then follow the steps given below.

**For Shareholders 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) <ul style="list-style-type: none"> <li>• 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 provided to you in the email.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 Shareholders 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) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) 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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@godrejinds.com](mailto:investor@godrejinds.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

(xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

## II) INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Shareholders, 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.
3. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
4. Shareholders 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.

## III) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.
2. Shareholders may access the same at <https://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.
3. The Shareholders can join the AGM in the VC/OAVM mode 30 (thirty) 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 Shareholders on first come first served basis.
4. Shareholders 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 or 4G/LTE), 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.

5. Members may send in their queries at least a week in advance to the Company at [investor@godrejinds.com](mailto:investor@godrejinds.com) to facilitate clarifications during the Meeting.
6. Shareholders can post questions through Q&A feature available in the VC. Shareholders can exercise these options once the floor is open for Shareholder queries.
7. Shareholders 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](mailto:investor@godrejinds.com) from Monday, August 3, 2020 (9:00 a.m. IST) to Wednesday, August 12, 2020 (5:00 p.m. IST).
8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.

Members who need assistance before or during the AGM, can contact CDSL by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

21. As the AGM shall be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
22. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Thursday, August 13, 2020, subject to receipt of the requisite number of votes in favour of the Resolutions.

Date and Place: May 22, 2020, Mumbai

By Order of the Board of Directors  
of Godrej Industries Limited

Tejal Jariwala  
Company Secretary & Compliance Officer  
(FCS 9817)

**Registered Office:**

Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079, Maharashtra.  
Tel.: +91 22 2518 8010  
Fax: +91 22 25188066  
Website: [www.godrejindustries.com](http://www.godrejindustries.com)  
Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)  
CIN: L24241MH1988PLC097781

**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 business mentioned under Item Nos. 4 to 5 of the accompanying Notice dated May 22, 2020.

**Item No. 4:**

The Nomination and Remuneration Committee and the Board of Directors through Circular Resolutions passed dated April 13, 2020 and April 14, 2020 respectively, had recommended appointment of Ms. Monaz Noble as the “Non-Executive Independent Director” of the Company, subject to the approval of the Members, for a term of 5 (Five) consecutive years effective from May 1, 2020 up to April 30, 2025.

The Company has received the consent to act as Director from Ms. Monaz Noble and also her declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Ms. Monaz Noble is independent of the management of the Company and in the opinion of the Board of Directors of the Company, she fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for

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](http://www.godrejindustries.com).

The brief profile of Ms. Monaz Noble, along with her other details, are provided elsewhere in this Notice. The Board is of the opinion that Ms. Monaz Noble's expertise in the fields of funding strategy, risk management, board governance international business development and vast experience in Finance function of various companies would be an asset to the Company's development and progress.

**Brief profile of Ms. Monaz Noble is as under:**

Ms. Monaz Noble is the Chief Financial Officer of Novartis Global Service Centre, Hyderabad and Novartis Business Services, India. She is on the Board of Novartis India Limited as a Non-Executive Director and as an Independent Director on the Board of IDBI Federal Life Insurance Company Limited.

Ms. Monaz Noble joined Novartis in 2010 and progressed through roles of increasing responsibilities. In her last role as the Whole Time Director & CFO of Novartis India Limited, she was responsible for providing the Board and Audit Committee with guidance relating to finance and corporate governance, investor relations and compliances with Companies Act, Listing Agreement, etc. At the overall country level, she is responsible for funding strategy, risk management and statutory audited accounts.

Prior to Novartis, she was with Cadbury India Limited, where she was the Company Secretary and held various responsibilities in the areas of tax, treasury, value based management strategy,

integrated portfolio management, board governance, investor relations, planning and international business development. Throughout her career, she has led various mergers & acquisitions and legal entity structuring assignments, which has given her rich experience on the perspectives of regulators, management, and investors.

She holds a Bachelor of Commerce Degree and is a Master of Management Studies with specialization in Finance from Mumbai University, India. She is also an Associate Member of 'The Institute of Company Secretaries of India' and 'The Institute of Cost Accountants of India'.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations. Detailed disclosure in terms of Regulation 36(3) of the Listing Regulations is given elsewhere in this Notice.

Other than Ms. Monaz Noble and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 4 of this Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the 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 2020-21, pursuant to Section 148 of the Companies Act, 2013 ("the Act") 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 22, 2020.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3,50,000/- (Rupees Three Lakh Fifty 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 22, 2020, Mumbai

By Order of the Board of Directors  
of Godrej Industries Limited

Tejal Jariwala  
Company Secretary & Compliance Officer  
(FCS 9817)

**Registered Office:**

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Tel.: +91 22 2518 8010

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Website: [www.godrejindustries.com](http://www.godrejindustries.com)

Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)

CIN: L24241MH1988PLC097781

## Brief Resume of Directors seeking appointment/re-appointment

[Pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Adi Godrej	Mr. Vijay Crishna	Ms. Monaz Noble
Age	78 years	75 years	52 years
Nationality	Indian	Indian	Indian
Date of appointment	March 7, 1988	January 3, 1995	May 1, 2020
Qualification	B.S., M.S. from Massachusetts Institute of Technology, U.S.A.	B.A. (Eco.)	Bachelor of Commerce Degree and Master of Management Studies with specialization in Finance from Mumbai University, India. Associate Member of 'The Institute of Company Secretaries of India' and 'The Institute of Cost Accountants of India'.
Nature of expertise in specific functional area	Engineering and Management	Economics	Finance and Governance
Directorships held in other companies (excluding Foreign Companies and Section 8 Companies)	<p><b><u>Listed Public Companies:</u></b></p> <ul style="list-style-type: none"> <li>- Godrej Consumer Products Limited</li> </ul> <p><b><u>Public Companies:</u></b></p> <ul style="list-style-type: none"> <li>- Godrej &amp; Boyce Manufacturing Company Limited</li> </ul>	<p><b><u>Listed Public Companies:</u></b></p> <ul style="list-style-type: none"> <li>- Godrej Agrovet Limited</li> <li>- Precision Wires India Limited</li> </ul> <p><b><u>Public Companies:</u></b></p> <ul style="list-style-type: none"> <li>- Godrej &amp; Boyce Manufacturing Company Limited</li> </ul>	<p><b><u>Listed Companies:</u></b></p> <ul style="list-style-type: none"> <li>- Novartis India Limited</li> </ul> <p><b><u>Public Companies:</u></b></p> <ul style="list-style-type: none"> <li>- IDBI Federal Life Insurance Company Limited</li> </ul>

Name of the Director	Mr. Adi Godrej	Mr. Vijay Crishna	Ms. Monaz Noble
Chairmanships / Memberships of Committees held in Committees of other companies	<b><u>Godrej Consumer Products Limited:</u></b> Member of Stakeholders' Relationship Committee	<b><u>Godrej &amp; Boyce Manufacturing Company Limited:</u></b> Chairman of Corporate Social Responsibility Committee and Member of Stakeholders' Relationship Committee	<b><u>Novartis India Limited:</u></b> Member of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee  <b><u>IDBI Federal Life Insurance Co. Ltd.:</u></b> Chairperson of Corporate Social Responsibility Committee and Member of Audit Committee, Policyholder Protection Committee and Nomination and Remuneration Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company <i>inter-se</i>	- Brother of Mr. Nadir Godrej, Managing Director - Father of Ms. Tanya Dubash, Executive Director & Chief Brand Officer	None	None
No. of shares held by Director:  By Self:  As a beneficial owner of:	6,07,692  1,15,07,016 (as a Trustee of ABG Family Trust)	3,878  98,92,463 (as a Trustee of SGC Family Trust)  1 (as a Trustee of VMC Family Trust)	300  Nil
Number of Meetings of the Board attended during the year (Financial Year 2019-20)	5	4	Not Applicable
Number of Meetings of the Board attended during the year (Financial Year 2020-21, i.e. upto May 22, 2020)	1	0	1