



NOTICE TO
SHAREHOLDERS

Notice to Shareholders

NOTICE is hereby given that the 33rd (THIRTY THIRD) Annual General Meeting of the Members of GODREJ INDUSTRIES LIMITED ("the Company") will be held on Friday, August 13, 2021 at 3:30 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, 2021

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021 and the Board's Report and Statutory Auditor's Report thereon.

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

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

"RESOLVED THAT pursuant to provision 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. Jamshyd Godrej (DIN: 00076250) as a "Director", to the extent that he is required to retire by rotation."

3. Appointment of Mr. Nitin Nabar 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 provision 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. Nitin Nabar (DIN: 06521655) as a "Director", to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

4. Approval for appointment of Ms. Shweta Bhatia 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 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force), the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Shweta Bhatia (DIN: 03164394) as a "Non-Executive Independent Director" of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from October 28, 2020 up to October 27, 2025."

5. Approval for appointment of Mr. Sandeep Murthy 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 of the Companies Act, 2013 ("the Act") read with Schedule IV to

the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force), the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Sandeep Murthy (DIN: 00591165) as a "Non-Executive Independent Director" of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from March 1, 2021 upto February 28, 2026.

6. Approval for appointment of Mr. Ajaykumar Vaghani 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 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force), the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Ajaykumar Vaghani (DIN: 00186764) as a "Non-Executive Independent Director" of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from June 23, 2021 upto June 22, 2026."

7. Approval for re-appointment of and remuneration payable to Ms. Tanya Dubash as "Whole Time Director" of the Company for a period of 3 (three) years, w.e.f. April 1, 2022 to March 31, 2025

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Act and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of and terms of remuneration payable to, including increase in remuneration and / or waiver of refund of excess remuneration and / or the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Ms. Tanya Dubash (DIN: 00026028) as the "Whole Time Director" of the Company, for a period of 3 (three) years starting from April 1, 2022 to March 31, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as set out in the agreement to be entered into between the Company and Ms. Tanya Dubash, with liberty to the Board of Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Ms. Tanya Dubash.

RESOLVED FURTHER THAT the remuneration payable to Ms. Tanya Dubash for a period of 3 (three) years from April 1, 2022 to March

31, 2025 may exceed ₹ 5 Crore (Rupees Five Crore) or 2.5% of the net profits, whichever is higher or the aggregate annual remuneration of all Executive Directors taken together may exceed 5% of the net profits of the Company in any financial year, in terms of the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT any Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized, to do all such things including execution of the Agreement and take all such steps as may be necessary and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board of Directors) be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, agreements, applications, documents and writings that may be required, for and on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

8. Approval for re-appointment of and remuneration payable to Mr. Nitin Nabar as “Whole Time Director” of the Company for a period of 2 (two) years 1 (one) month, w.e.f. April 1, 2022 to April 30, 2024

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Act and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(“Listing Regulations”) [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of and terms of remuneration payable to, including increase in remuneration and / or waiver of refund of excess remuneration and / or the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Nitin Nabar (DIN: 06521655) as the “Whole Time Director” of the Company, for a period of 2 (two) years and 1 (one) month starting from April 1, 2022 to April 30, 2024 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as set out in the agreement to be entered into between the Company and Mr. Nitin Nabar, with liberty to the Board of Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Nitin Nabar.

RESOLVED FURTHER THAT any Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized, to do all such things including execution of the Agreement and take all such steps as may be necessary and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board of Directors) be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, agreements, applications, documents and writings that may be required, for and on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

9. 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, 2022, 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 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.”

10. Payment of Commission to Independent Directors of the Company

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

“**RESOLVED THAT** upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the provisions

contained in the Nomination and Remuneration Policy of the Company, in accordance with Articles of Association of the Company and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time), the approval of the Members of the Company be and is hereby accorded for payment of Commission (in addition to the payment of sitting fees for attending Meetings of the Board of Directors or Committees thereof), as the Board of Directors may from time to time determine not exceeding in aggregate 1% (One percent) of the Net Profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.

RESOLVED FURTHER THAT an amount of ₹10,00,000/- (Rupees Ten Lakh Only) be paid and distributed to each Independent Director of the Company as commission for each Financial Year with effect from Financial Year 2021-22 onwards, subject to an overall amount not exceeding 1% (One percent) of the Net Profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT in case of inadequacy of profits and / or No Profits in any Financial Year, an amount not exceeding ₹10,00,000/- (Rupees Ten Lakh Only) be paid as ‘Commission’ to each Independent Director for that relevant Financial Year (from Financial Year 2021-22 onwards).

RESOLVED FURTHER THAT the Commission be paid to and distributed to the Independent Directors of the Company, as may be determined by the Board of Directors, the proportion and manner of such payment and distribution as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT for the sake of clarification, the remuneration aforesaid shall be exclusive of fees payable to a Director for each of the Meetings of the Board of Directors or Committees thereof, attended by the Independent Director.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board of Directors and/or Mr. Adi Godrej, Chairman, Mr. Nadir Godrej, Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Nitin Nabar, Executive Director & President (Chemicals), and Mr. Clement Pinto, Chief Financial Officer (“Authorised Signatory(ies)”) be and are hereby severally authorized to sign 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 payment of aforesaid commission, to delegate all or any of the above powers to any Committee of Directors or to 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 the aforesaid resolution.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

Date and Place: June 22, 2021, 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 2518 8066

Website: www.godrejindustries.com

Email: investor@godrejinds.com

CIN: L24241MH1988PLC097781

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India for special business under Item Nos. 4 to 10 of the Notice is annexed hereto.
2. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other relevant documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection during the AGM in accordance with the applicable statutory requirements based on the requests received by the Company on investor@godrejinds.com.
3. The Company’s Statutory Auditors, M/s. BSR & Co. LLP, Chartered Accountants, (Registration number 101248W/W-100022), were appointed for a period of 5 (Five) consecutive years at the 29th (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 30th (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 30th (Thirtieth) AGM held on August 13, 2018 upto the conclusion of the 34th (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.
4. In view of the continuing COVID-19 pandemic, social distancing norms to be followed and the ongoing restriction on movement of individuals 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 and General Circular No.02/2021 dated January 13, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 33rd (Thirty Third) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue, in compliance with the aforesaid MCA Circulars and SEBI Circulars. In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the the 33rd (Thirty Third) AGM shall be deemed to be the Registered Office of the Company situated at “Godrej One”, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra.
 5. Since this AGM is being held pursuant to the MCA 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 33rd (Thirty Third) AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 6. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
 7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company on investor@godrejinds.com with a copy marked to helpdesk.evoting@cdslindia.com.
 8. 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.
 9. The Register of Members and Share Transfer Books will remain closed from **Friday, August 6, 2021 to Friday, August 13, 2021** (both days inclusive) for the purpose of the Annual General Meeting.
 10. The details required under Regulations 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 forms a part of this Notice.

11. 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 – 400 001, Maharashtra.

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

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

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

In compliance with MCA Circular No. 20/2020 dated May 5, 2020, MCA General Circular No. 02/2021 dated January 13, 2021, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Boards' Report, Auditor's report or other documents required to be attached therewith (together referred to as "Annual Report"), the Annual Report for Financial Year 2020-21 including 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).

The Notice of AGM along with Annual Report for Financial Year 2020-21, is available on the website of the Company at www.godrejindustries.com, on the website of Stock Exchanges, i.e., BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com) and on the website of CDSL at www.evotingindia.com.

13. 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. 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 CDSL and provide the login credentials to the above mentioned Members, subject to receipt of the required documents and information from the Members.

14. GREEN INITIATIVE:

To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

15. NOMINATION:

Pursuant to Section 72 of the Companies Act, 2013, 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).

16. SHARE TRANSFER PERMITTED ONLY IN DEMAT:

As per the provisions of Regulation 40 of the SEBI Listing Regulations, Members may note that, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the listed entity, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.

17. SUBMISSION OF PAN:

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

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

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

18. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the Members for a period of 7 (seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of 7 (Seven) consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on August 13, 2020 (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, viz. www.iepf.gov.in.

During the year, the Company transferred unclaimed dividend of ₹ 7,95,241/- (Rupees Seven Lakh Ninety Five Thousand Two Hundred Forty One 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
31.03.2014	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	19.09.2026
31.03.2020	Not Applicable	Not Applicable

**Interim Dividend*

19. VOTING:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date**, i.e. **August 6, 2021** only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the AGM.

Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e. Friday, July 16, 2021, may obtain the user ID and Password by sending a request to helpdesk.evoting@cdslindia.com and can exercise their voting rights through remote e-voting by following the instructions listed hereinbelow or by voting facility provided during the meeting.

A. INSTRUCTIONS FOR MEMBERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM / AT THE AGM:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. 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.

RESULTS OF E-VOTING:

3. 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.
5. 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.
6. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Friday, August 6, 2021. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cutoff date, i.e. Friday, August 6, 2021, only shall be entitled to avail the facility of remote e-voting.
7. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and

is holding shares as of the cut-off date, i.e., **Friday, July 16, 2021**, may obtain the login details in the manner as mentioned below.

THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:

The voting period begins on **Monday, August 9, 2021 at 9.00 a.m. (IST)** and will end on **Thursday, August 12, 2021 at 5.00 p.m. (IST)**. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, August 6, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders/retail shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility being provided by Listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their Demat accounts in order to access e-Voting facility.

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- Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of share holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Members who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on 'Login' icon and select 'New System Myeasi'.</p> <p>2) After successful login the Easi / Easiest, Member will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the Member is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the Member by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, Member will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) Members who are already registered for NSDL IDeAS facility, may please visit the e-Services website of NSDL.</p> <ul style="list-style-type: none"> Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. Member will have to enter User ID and Password. After successful authentication, Member will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.

	<ul style="list-style-type: none"> Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the AGM. <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL.</p> <ul style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, Member will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting its vote during the remote e-Voting period or joining virtual meeting & voting during the AGM.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ul style="list-style-type: none"> Members can also login using the login credentials of their demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, Member will be able to see e-Voting option. Once you click on e-Voting option, Member will be redirected to NSDL/CDSL Depository site after successful authentication, wherein Member can see e-Voting feature. Click on company name or e-Voting service provider name and Member will be redirected to e-Voting service provider's website for casting its vote during the remote e-Voting period or joining virtual meeting & voting during the AGM.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- a) The Members should log on to the e-voting website www.evotingindia.com.
- b) Click on “**Shareholders**” module.
- c) Now Enter your User ID
 - i. **For CDSL:** 16 digits beneficiary ID,
 - ii. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on “**LOGIN**”.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first time user then follow the steps given below.

For Members holding shares in Demat Form (other than individual shareholders) and Members holding shares in Physical Form

PAN	<ul style="list-style-type: none"> • Enter 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 provided to you in the email.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in 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 (c).

- g) After entering these details appropriately, click on “**SUBMIT**” tab.
- h) 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.
- i) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN: **GODREJ INDUSTRIES LIMITED**.
- k) 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.

l) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

m) 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.

n) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.

p) 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.

q) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves 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.
- 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.

- 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, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 022- 23058738 and 022-23058542/43.

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058738 and 022-23058542/43.

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

a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

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

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

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.
- b. Members may access the same at <https://www.evotingindia.com> under Share holders / Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the **EVSN** of Company will be displayed. Click on live streaming appearing beside the **EVSN**.
- c. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before

the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the Members on first come first served basis.

- d. Members are encouraged to join the Meeting through Laptops / iPads for better experience.

Suggested System requirements for best VC experience:

Internet connection – broadband, wired or wireless (3G 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.

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

- As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number to investor@godrejind.com. Questions / queries received by the Company till 5:00 p.m. (IST) on to Wednesday, August 11, 2021, shall only be considered and responded to during the AGM.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending

their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investor@godrejinds.com from Monday, August 2, 2021 (9:00 a.m. IST) to Wednesday, August 11, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.

- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

Members who need assistance before or during the AGM, can contact CDSL by sending an email to helpdesk.evoting@cdslindia.com or call 022- 23058738 and 022-23058542/43.

21. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Friday, August 13, 2021, subject to receipt of the requisite number of votes in favour of the Resolutions.

Date and Place: June 22, 2021, 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 2518 8066

Website: www.godrejindustries.com

Email: 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 10 of the accompanying Notice dated June 22, 2021.

ITEM NO. 4

The Nomination and Remuneration Committee and the Board of Directors through Circular Resolutions passed dated October 22, 2020 and October 23, 2020 respectively, had recommended appointment of Ms. Shweta Bhatia 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 October 28, 2020 up to October 27, 2025.

The Company has received the consent from Ms. Shweta Bhatia to act as Director and also her declarations confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has also confirmed that she is not debarred from holding office of director by virtue of any SEBI order or any other such authority and that she 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. Shweta Bhatia 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.

The brief profile of Ms. Shweta Bhatia, along with her other details, are provided elsewhere in this Notice. The Board is of the opinion that Ms. Shweta Bhatia's expertise in the fields of funding strategy, investments and vast experience in financial, technology and consumer services of various companies would be an asset to the Company's development and progress.

Brief profile of Ms. Shweta Bhatia is as under:

Ms. Shweta Bhatia had joined Eight Roads Ventures in April 2018 and leads the technology, consumer and financial services (TCF) investments team in India. She has over 15 years of experience in private equity and finance, most recently as Head of Asia Investments for the Venture Capital & Growth Equity team at Goldman Sachs Investment Partners. Ms. Shweta Bhatia began her career in the investment banking division of Goldman Sachs based in New York and worked in a growth equity investing role at Warburg Pincus in Mumbai before re-joining Goldman Sachs in 2010. Her key focus sectors include consumer, enterprise SaaS, and fintech including experience with investments such as Whatfix, Chaipoint, Shadowfax, MoEngage, Early Salary and FarEye.

Ms. Shweta Bhatia has received an MBA from Harvard Business School and a BA in Computer Science and Economics from Smith College.

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. Shweta Bhatia 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 Nomination and Remuneration Committee and the Board of Directors through Circular Resolutions passed dated February 27, 2021, had recommended appointment of Mr. Sandeep Murthy 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 March 1, 2021 up to February 28, 2026.

The Company has received the consent from Mr. Sandeep Murthy to act as Director and also his declarations confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any other such authority and that he 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").

Mr. Sandeep Murthy is independent of the management of the Company and in the opinion of the Board of Directors of the Company, he fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for 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.

The brief profile of Mr. Sandeep Murthy, along with his other details, are provided elsewhere in this Notice. The Board is of the opinion that Mr. Sandeep Murthy's expertise in the fields of investment banking and vast experience in venture capital segment would be an asset to the Company's development and progress.

Brief profile of Mr. Sandeep Murthy is as under:

Sandeep Murthy is one of the builders of India's Internet economy. He hasn't just seen the highs and lows play out as an investor, but actually roughed it out in operational roles including one as the CEO of Cleartrip in 2006 for three years. A dreamer from the start, who doesn't believe in choosing between "this or that" he did his undergrad in both business and engineering from the University of Pennsylvania. Like all good Penn grads he dove into investment banking. However, since it was the height of the dot.com boom, he did it a little differently by moving out to Palo Alto, California to join CSFB Technology Group. He teamed up with a friend to build a digital music company that was incubated by Sony Music and ended up selling the company to Sony after the Internet bubble burst. Sandeep lived the Bay Area dream for a few years before moving to New York to join InterActive Corp (IAC) the owners of Expedia, TicketMaster and Home Shopping Network where he helped launch Gifts.com. He started to explore the India technology opportunity and ultimately moved to Mumbai to manage investments for Sherpalo Ventures, a fund based out of Menlo Park in California.

Today he's a co-founder and partner at Lightbox, a Mumbai based venture capital firm investing in Indian consumer technology companies. Lightbox has raised over \$380M from leading institutional investors. Recent investments include Droom, Rebel Foods, Furlenco and AI-platform Embibe, which received a \$185MM investment commitment from Reliance, India's internet super power. This is the largest AI investment in edtech anywhere in the world. Sandeep also supports platforms like Magic Bus, a non-profit organization that uses activity based curriculum to teach underprivileged kids life skills. Most of his time is spent figuring how to make something unprecedented happen. With an all-in, nothing-held-back style, he loves diving in, getting to the heart of the matter, trying new things and getting as many people as possible involved. In a somewhat unpredictable market, Sandeep's investment success stems from a combination of deep product instinct and unconventional thinking.

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 Mr. Sandeep Murthy and his 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. 5** of this Notice.

The Board recommends the **ORDINARY RESOLUTION** as set out at **ITEM NO. 5** of the Notice for approval by the Members.

ITEM NO. 6

The Nomination and Remuneration Committee and the Board of Directors through Circular Resolutions passed dated June 22, 2021, had recommended appointment of Mr. Ajaykumar Vaghani 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 June 23, 2021 up to June 22, 2026.

The Company has received the consent from Mr. Ajaykumar Vaghani to act as Director and also his declarations confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any other such authority and that he 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").

Mr. Ajaykumar Vaghani is independent of the management of the Company and in the opinion of the Board of Directors of the Company, he fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for 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.

The brief profile of Mr. Ajaykumar Vaghani, along with his other details, are provided elsewhere in this Notice. The Board is of the opinion that Mr. Ajaykumar Vaghani's expertise in the fields of manufacturing, innovation and technology would be an asset to the Company's development and progress.

Brief profile of Mr. Ajaykumar Vaghani is as under:

Ajay Vaghani is the Founder Chairman and Managing Director, of Hamilton Housewares (a private company). Hamilton was established in 2000 and over the past eighteen years has pioneered products in the Houseware, Kitchenware & Tableware space and MILTON has become a highly recognized brand in India. Over the years 'CLARO', 'TREO' and 'SPOTZERO' have also carved a niche for themselves. With four manufacturing locations and more than 6,000 products, Hamilton is present across India and over the past few years has seen tremendous growth in all areas. Ajay is an innovator and enjoys working with technology. He has been instrumental in launching more than 6,000 products over the past eighteen years. Through his leadership, the company has grown at a 20% CAGR over the past 5 years. Ajay has served in Young President Organization as a Board Member in Mumbai and South East Asia. He also served as an advisor to a USA based private equity firm. Currently, he is a member of the President's Council in Wesleyan University, U.S.A.

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 Mr. Ajaykumar Vaghani and his 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. 6** of this Notice.

The Board recommends the **ORDINARY RESOLUTION** as set out at **ITEM NO. 6** of the Notice for approval by the Members.

ITEM NO. 7 & ITEM NO. 8

The tenure of Ms. Tanya Dubash and Mr. Nitin Nabar, both 'Whole Time Directors' will expire on March 31, 2022. It is proposed to re-appoint Ms. Tanya Dubash for a period of 3 (three) years, from April 1, 2022 to March 31, 2025 and Mr. Nitin Nabar for a period of 2 (two) years 1 (one) month starting from April 1, 2022 to April 30, 2024. Subject to the approval of the Members of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed on May 21, 2021, respectively, approved re-appointment of Ms. Tanya Dubash and Mr. Nitin Nabar as Whole Time Directors of the Company, designated as "Executive Director & Chief Brand Officer" and "Executive Director & President (Chemicals)", respectively. Accordingly, it is proposed to re-appoint them and approve their remuneration as 'Whole Time Directors' of the Company.

A brief profile of Ms. Tanya Dubash and Mr. Nitin Nabar, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is provided as part of the Notice. The proposed remuneration and terms and conditions of appointment of Ms. Tanya Dubash and Mr. Nitin Nabar (hereinafter referred to as the Whole Time Directors) are as given below:

- a. The Whole Time Directors shall perform their duties subject to the superintendence, control and direction of the Board of Directors of the Company.

b. In consideration of the performance of their duties, the Whole Time Directors shall be entitled to receive remuneration as stated herein below.

These resolutions do not constitute Related Party Transactions under the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. These resolutions, though Related Party Transactions under Listing Regulations and applicable accounting standards, are not material related party transactions. The remuneration payable to the above mentioned Directors is given below:

(i) FIXED COMPENSATION:

Fixed Compensation shall include Basic Salary and the Company's Contribution to Provident Fund and Gratuity Fund.

The Basic Salary shall be in the following range:

- a) Ms. Tanya Dubash ₹ 2,00,00,000/- p.a. to ₹ 2,50,00,000/- p.a., payable monthly; and
- b) Mr. Nitin Nabar ₹ 90,00,000/- p.a. to ₹ 1,05,00,000/- p.a., payable monthly.

The Annual Basic Salary and increments will be decided by the Nomination and Remuneration Committee/ Board of Directors depending on the performance of the Whole Time Directors, the profitability of the Company and other relevant factors.

(ii) PERFORMANCE LINKED VARIABLE REMUNERATION (PLVR):

Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee / Board of Directors of the Company based on Profits or

other parameters and other relevant factors and having regard to the performance of the Whole Time Directors for each year, which shall not exceed ₹ 6,70,00,000/- p.a. for Ms. Tanya Dubash and ₹ 4,00,00,000/- p.a. for Mr. Nitin Nabar.

(iii) FLEXIBLE COMPENSATION:

In addition to the Fixed Compensation and PLVR, the above mentioned Directors shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the policy/rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to the Whole Time Directors in the manner as the Board may decide as per the Policy/Rules of the Company.

- Housing (i.e. Unfurnished residential accommodation OR House Rent Allowance at 85% of Basic Salary);
- Furnishing at residence;
- Supplementary allowance;
- Leave Travel Assistance;
- Payment / reimbursement of domiciliary medical expenses for self and family;
- Payment/reimbursement of food vouchers, fuel reimbursement;
- Company cars with drivers for official use, provision of telephone(s) at residence; payment/reimbursement of expenses thereof;
- Housing Loan and contingency loan as per rules of the Company. These loans shall be subject to necessary approval(s), if any;
- Earned / privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment / accumulation of leave will be permissible in accordance with the policy/Rules specified by the Company. Casual/Sick leave as per the rules of the Company;

- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

The maximum cost to the Company for the aggregate of the allowances for the Whole Time Directors shall be (a) Ms. Tanya Dubash - ₹ 5,00,00,000/- payable monthly and (b) Mr. Nitin Nabar - ₹ 2,50,00,000/- payable monthly; plus cars (including drivers salary, fuel, maintenance and other incidental expenses) plus housing (i.e. unfurnished residential accommodation OR House Rent Allowance at 85% of Basic Salary). In addition to the above, the Whole Time Directors shall be eligible for club facilities, group insurance cover, group hospitalization cover, and/or any other allowances, perquisites and facilities as per the Rules of the Company.

Explanation:

- a) For Leave Travel Assistance and reimbursement of medical and hospitalization expenses, 'family' means spouse, dependent children and dependent parents;
- b) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

(iv) OVERALL REMUNERATION:

The aggregate of salary and perquisites as specified above or paid additionally to the Whole Time Directors in accordance with the rules, which the Board may in its absolute discretion pay to the Whole Time Directors from time to time, shall be in compliance with the provisions of Section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being

in force). Further, the remuneration payable to Ms. Tanya Dubash, may exceed the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, in any year during the tenure of their appointment as the "Whole Time Director" of the Company.

(v) LOANS:

- a) Granting of loans according to Company's Scheme subject to Central Government's approval, if applicable.
- b) Continuation of Loans, if already availed.

Notes:

- I. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- II. Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the above mentioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall be paid in compliance with the provisions of the Companies Act, 2013.
- III. The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the abovementioned Directors lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- IV. In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

V. If at any time the Whole Time Directors cease to be in the employment of the Company for any cause whatsoever, he/she shall cease to be the Whole Time Director of the Company.

VI. The Whole Time Directors are appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole Time Directors are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The Board of Directors are of the view that the re-appointment of Ms. Tanya Dubash and Mr. Nitin Nabar as the Whole Time Directors will be beneficial to the operations of the Company and the remuneration payable to them is commensurate with their abilities and experience and accordingly the Board recommends the Special Resolutions at Item No. 7 and 8 of the accompanying notice for approval by the Members of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Ms. Tanya Dubash and Mr. Nitin Nabar may be deemed to be interested in the resolution at Item No. 7 and 8, respectively. Ms. Tanya Dubash is the daughter of Mr. Adi Godrej, accordingly Mr. Adi Godrej may be deemed to be interested in the resolution (Item No. 7). 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 aforementioned Resolutions.

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 oleochemicals, 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:

(₹ in Crore)

Particulars	F.Y. 2020-21	F.Y. 2019-20
Total Income	1,920.85	2,004.03
Expenditure other than Interest and Depreciation	1,718.76	1,675.73
Profit before Interest, Depreciation and Tax	202.09	328.30
Interest (net)	237.51	228.99
Profit before depreciation and tax	(35.42)	99.31
Depreciation	72.18	68.62
Profit before Tax	(107.60)	30.69
Provision for Current Tax	-	(0.07)
Provision for Deferred Tax	(0.06)	(0.05)
Net Profit	(107.54)	30.81

5. Foreign Investments and Collaborations:

The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year.

Nabar has held leadership roles across the sales, marketing, commodities, imports and exports, supply chain management and purchase functions.

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 Limited, and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand. Ms. Tanya Dubash is a Director on the Board of Godrej Consumer Products Limited and Godrej Agrovet Limited. She also serves on the boards of Britannia Industries Limited, Go Airlines (India) Limited, Escorts Limited, 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. Nitin Nabar:** Mr. Nitin Nabar is currently the Executive Director & President (Chemicals) of Godrej Industries Limited. 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

2. Past remuneration:

During the Financial Year ended March 31, 2021, ₹ 6,96,47,700/- and ₹ 4,79,01,898/- 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 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. 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 oleochemicals 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 proposed:

Ms. Tanya Dubash: Salary proposed to Ms. Tanya Dubash is in the basic scale of ₹ 2,00,00,000/- p.a. to ₹ 2,50,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.

Mr. Nitin Nabar: Salary proposed to Mr. Nitin Nabar is in the basic scale of ₹ 90,00,000/- p.a. to ₹ 1,05,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.

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 proposed to be paid to them 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 proposed to be 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. Adi Godrej.

III. Other Information:

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.
Steps taken or proposed to be taken for improvement	
Expected increase in productivity and profits in measurable terms:	

ITEM NO. 9

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 2021-22, pursuant to Section 148 and other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on May 21, 2021.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors. Therefore, pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 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. 9.

The Board recommends the **ORDINARY RESOLUTION** set forth in **Item No. 9** for approval of the Members.

ITEM NO. 10

In accordance with the approval of the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee, made at their respective meetings held on May 21, 2021, an amount of ₹ 10,00,000/- (Rupees Ten Lakh Only) is proposed to be paid as 'Commission' to each Independent Director per annum for their contribution to the Company and in addition to the sitting fees for attending the meetings of the Board and Committees thereof.

With the enhanced Corporate Governance requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, coupled with the size, nature, complexity and dynamics of business, the role of Independent Directors to maintain oversight has gone up. The role & responsibilities of the Independent Directors have become more onerous, requiring greater time commitments, attention and a higher level of oversight.

Considering above changes, it is proposed to pay of ₹ 10,00,000/- (Rupees Ten Lakh Only) to each Independent Director of the Company as commission for each Financial Year with effect from Financial Year 2021-22 onwards.

The proposal is commensurate with enhanced role and engagement of the Independent Directors. The remuneration payable to each Independent Director shall be determined by the Board or Committee thereof within this overall limit as prescribed under the Companies Act,

2013 and the Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force).

In case of inadequacy of profits and / or No Profits in a given financial year, as the case may be, an amount not exceeding ₹ 10,00,000/- (Rupees Ten Lakh Only) will be paid as 'Commission' to each Independent Director for that relevant Financial Year.

Except Independent Directors of the Company, no other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 10.

The Board recommends the **SPECIAL RESOLUTION** set forth in **Item No.10** for approval of the Members.

Date and Place: June 22, 2021, 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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Pirojshanagar, Eastern Express
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Mumbai 400 079, Maharashtra, India
Tel.: +91 22 2518 8010
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Website: www.godrejindustries.com
Email: investor@godrejinds.com
CIN: L24241MH1988PLC097781

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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. Jamshyd Godrej	Ms. Tanya Dubash	Mr. Nitin Nabar	Ms. Shweta Bhatia	Mr. Sandeep Murthy	Mr. Ajaykumar Vaghani
Age	72 years	52 years	57 years	42 years	44 years	54 years
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of appointment	March 7, 1988	August 1, 1996	May 1, 2013	October 28, 2020	March 1, 2021	June 23, 2021
Qualification	B.E. Mechanical, Illinois Institute of Technology, USA	AB, Economics & Political Science, Brown University, USA., Advanced Management Program, Harvard Business School	B.Sc (Tech) University of Mumbai and Management Graduate, Welinkar Institute of Management Development and Research, Mumbai	BA in Computer Science, Economics from Smith College, MBA from Harvard Business School	UG – Engineer, University of Pennsylvania, Philadelphia	B.Com- University of Mumbai
Nature of expertise in specific functional area	Engineering and Management	Marketing	Sales, Marketing, Commodities, Exports, Imports and Purchase	Funding strategy, investment and vast experience in financial, technology and consumer services	Investment banking and vast experience in venture capital segment	Sales, Marketing, Commodities, investment and vast experience in financial, technology and consumer services
Directorships held in other companies (excluding Foreign Companies and Section 8 Companies)	<p><u>Listed Public Companies:</u></p> <ul style="list-style-type: none"> - Godrej Consumer Products Limited - Godrej Agrovet Limited - Godrej Properties Limited <p><u>Public Companies:</u></p> <ul style="list-style-type: none"> - Godrej & Boyce Manufacturing Company Limited <p><u>Private Companies:</u></p> <ul style="list-style-type: none"> - Illinois Institute of Technology (India) Private Limited - Godrej UEP Private Limited 	<p><u>Listed Public Companies:</u></p> <ul style="list-style-type: none"> - Godrej Agrovet Limited - Godrej Consumer Products Limited - Escorts Limited - Britannia Industries Limited <p><u>Public Companies:</u></p> <ul style="list-style-type: none"> - Godrej Seeds & Genetics Limited - Go Airlines (India) Limited - Ensemble Holdings & Finance Limited <p><u>Private Companies:</u></p> <ul style="list-style-type: none"> - Godrej Holdings Private Limited - Innovia Multiventures Private Limited 	<p><u>Public Companies:</u></p> <ul style="list-style-type: none"> - Ensemble Holdings & Finance Limited 	<p><u>Private Companies:</u></p> <ul style="list-style-type: none"> - Mountain Trail Foods Private Limited - Quicko Technosoft Labs Private Limited - Social Worth Technologies Private Limited - Shadowfax Technologies Private Limited - Robotic Wares Private Limited 	<p><u>Public Companies:</u></p> <ul style="list-style-type: none"> - Future E- commerce Infrastructure Limited <p><u>Private Companies:</u></p> <ul style="list-style-type: none"> - Sherpa India Advisors Private Limited - Zoomin Online (India) Private Limited - LightBox India Advisors Private Limited - Paymate India Private Limited - Flyin Travel & Tourism Private Limited 	<p><u>Public Companies:</u></p> <ul style="list-style-type: none"> - Milton Global Limited <p><u>Private Companies:</u></p> <ul style="list-style-type: none"> - Rising Star Plastics Private Limited - Hamilton Housewares Private Limited - Euroline Domestic Appliances Private Limited - D J Holdings Private Limited - Hamilton Writing Instruments Private Limited

Name of the Director	Mr. Jamshyd Godrej	Ms. Tanya Dubash	Mr. Nitin Nabar	Ms. Shweta Bhatia	Mr. Sandeep Murthy	Mr. Ajaykumar Vaghani
Chairmanships / Memberships of Committees held in Committees of other companies	Godrej & Boyce Manufacturing Company Limited - Member of Corporate Social Responsibility Committee Indian Machine Tool Manufacturers Association - Chairman of Audit & Finance Committee - Chairman of Nomination and Remuneration Committee	Godrej Consumer Products Limited: - Member of Corporate Social Responsibility Committee - Member of Management Committee - Member of Stakeholders' Relationship Committee - Member of Sustainability Committee Escorts Limited: - Member of Corporate Social Responsibility Committee Britannia Industries Limited: - Member, Strategy and Innovation Steering Committee Godrej Seeds & Genetics Limited: - Chairperson of Corporate Social Responsibility Committee	None	None	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	- None	- Daughter of Mr. Adi Godrej, Chairman	None	None	None	None
No. of shares held by Director:	1,90,838	7,41,755	20,935	Nil	Nil	Nil
By Self:	- 9,97,085 (as a Trustee of Raika Godrej Family Trust)	- 94,14,449 (as a Trustee of TAD Family Trust)	Nil			
As a beneficial owner of:	- 91,60,215 (as a Trustee of JNG Family Trust)	- 1,56,19,033 (as a Trustee of Raika Lineage Trust)				
	- 1,56,19,983 (as a Trustee of Navroze Lineage Trust)	- 1 (as a Trustee of TAD Children Family Trust)				
	- 1 (as a Trustee of P.J.G Family Trust)	- 1 (as a Trustee of R.J.G Family Trust)				
	- 1 (as a Trustee of N.J.G Family Trust)					
Number of Meetings of the Board attended during the year (Financial Year 2020-21)	3	4	4	2	Not Applicable	Not Applicable
Number of Meetings of the Board attended during the year (Financial Year 2021-22, i.e. upto May 21, 2021)	0	1	1	1	1	Not Applicable