GODREJ INDUSTRIES LIMITED

CIN: L24241MH1988PLC097781
Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079, Maharashtra, India
Tel No.: 022 – 2518 8010; **Fax No.:** 022- 2518 8066
Email: investor@godrejinds.com; **Website:** www.godrejindustries.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the **"Companies Act / the Act"**), read with the Companies (Management and Administration) Rules, 2014 (the **"Rules"**) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any of the Act, read with latest General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (the **"MCA Circular"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, Godrej Industries Limited (the **"Company / GIL"**) is seeking the consent of its Members for the matter more specifically provided in the appended resolution proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the requirements of the MCA Circular, the Company will send Postal Ballot Notice along with explanatory statement and Postal Ballot Form by email to all its Members who have registered their email addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members may also cast their votes by Postal Ballot, as per the instructions contained in this Notice.

The Board of Directors of the Company at its Meeting held on August 13, 2026, have approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolution and the explanatory statement thereto is annexed herewith for your consideration, and you are requested to record your assent or dissent by means of Postal Ballot and / or remote e-voting facility provided by the Company.

Members may note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (**"CDSL"**).

The e-voting facility will be available from **9:00 a.m. (IST) on August 26, 2026, to 5:00 p.m. (IST) on September 24, 2026**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **August 14, 2026**, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Sachin Manseta, Practicing Company Secretary, (Membership No. FCS 8279) of M/s. Sachin Manseta & Associates, Company Secretaries, or failing him Govil Rathi, Practicing Company Secretary (Membership No. FCS 13152) of M/s. Govil Rathi & Associates, Company Secretaries, have been appointed as the Scrutinizer(s) to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson / any other Director / Key Managerial Personnel as may be authorized by the Board of Directors after completion of the e-voting and scrutiny of Postal Ballot Forms, if any.

The combined results of the e-voting and Postal Ballot will be declared on or before **September 26, 2026**. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act, 2013 and applicable Rules framed thereunder. 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 the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

PROPOSED RESOLUTION IS AS BELOW - SPECIAL BUSINESS:

APPROVAL FOR RE-DESIGNATION, APPOINTMENT OF AND REMUNERATION PAYABLE TO PIROJSHA GODREJ AS A 'WHOLE TIME DIRECTOR' (DESIGNATED AS THE 'EXECUTIVE CHAIRPERSON') OF THE COMPANY FOR A PERIOD COMMENCING FROM AUGUST 14, 2026, TO AUGUST 13, 2031

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 other applicable provisions, if any, of the Companies Act, 2013 ("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) or re-enactment(s) thereof, for the time being in force), Regulation 17(6)(e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereof, for the time being in force), and on the basis of the recommendations and approvals 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 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 Pirojsha Godrej (DIN: 00432983), as the "Whole Time Director" of the Company (designated as "Executive Chairperson") and Key Managerial Personnel for a period commencing from August 14, 2026, to August 13, 2031, liable to retire by rotation, 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 Pirojsha Godrej, with liberty to the Board of Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment (including the remuneration in due compliance with provisions of all applicable laws for time being in force) in such manner as may be mutually agreed between the Board of Directors and Pirojsha Godrej.

RESOLVED FURTHER THAT the remuneration payable to Pirojsha Godrej for a period from August 14, 2026, to August 13, 2031, may exceed ₹5 crore (Rupees Five Crore Only) 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 acts, deeds and things as may be required to give effect to the above, including execution of the Agreement and the Common Seal of the Company be affixed to the agreement to be executed between Pirojsha Godrej and the Company and to any other documents, if required, in accordance with its Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board of Directors) be and is hereby authorized 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, 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.

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: August 13, 2026, Mumbai

By Order of the Board of Directors
of Godrej Industries Limited

Sd/-
Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)

Registered Office:
Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai- 400 079, Maharashtra.
Tel No.: 022-2518 8010
Fax No.: 022-2518 8066
Website: www.godrejindustries.com
Email: investor@godrejinds.com
CIN: L24241MH1988PLC097781

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Companies Act / the Act") in respect to the resolution is annexed to this Notice.

2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 14, 2026, and who have registered their email addresses with the Company and/ or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are Members of the Company as on August 14, 2026, (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote on the resolution specified in this Notice.

3. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., **August 14, 2026**. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

4. In compliance of the provisions of Sections 108 and 110 of the Act and Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited. The instructions for electronic voting are annexed to this Notice. **Members have an option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he / she / they should not vote by physical Postal Ballot Form also and vice-versa. However, in case Member casts their vote both via physical Postal Ballot Form and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot Form shall be treated invalid**.

5. E-voting will be available from **9:00 a.m. (IST) on August 26, 2026, to 5:00 p.m. (IST) on September 24, 2026**. Members are requested to refer to instructions for e-voting, appended to this Notice.

6. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the Resolution. Once the vote on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

7. Voting Rights shall be reckoned on the paid-up value of the equity shares registered in the names of the Members as on **August 14, 2026**.

8. Resolution passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members.

9. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are Members as on August 14, 2026, and (i) who have received this Notice by e-mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories/Depository Participants and wish to vote through Postal Ballot Form can download and take printout of the Postal Ballot Form from www.godrejindustries.com. Members are requested to carefully read the instructions given in the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on September 24, 2026. Postage / Courier expenses for sending such physical postal ballot forms to the Scrutinizer will be borne by the Members. The duly completed Postal Ballot Form(s) should reach the Scrutinizer viz., Sachin Manseta, c/o M/s. Computech Sharecap Limited, Unit: Godrej Industries Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai - 400 001, Maharashtra, not later than 5:00 p.m. (IST) on September 24, 2026, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Company in no way would be responsible for late / no delivery of Postal Ballot Form. The e-voting module shall also be disabled by CDSL for voting after the above-mentioned time.

10. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the Member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen signature(s) registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given direction(s) in writing to the Company to freeze the voting rights of the Member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the Member has made any amendment to the resolution set-out herein or imposed any condition while exercising vote; and/ or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDs:

11. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any Member(s).

    The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on August 14, 2026, and who have registered their e-mail addresses with the Company or with the Depositories.

    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 to an Issue and Share Transfer Agents (RTA) (in case of Shares held in physical form).

    Members holding shares in dematerialized 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.

    The Postal Ballot Notice is also being uploaded on the website of the Company www.godrejindustries.com and on the website of stock exchanges at BSE Limited (www.bseindia.com) and at National Stock Exchange of India Limited (www.nseindia.com).

12. The result of voting on the Resolution will be declared on or before September 26, 2026 and will also be displayed on the website of the Company (www.godrejindustries.com) besides being communicated to the Stock Exchanges.

13. E-voting Instructions:

The voting period begins on **August 26, 2026**, at 9:00 a.m. (IST) and will end on **September 24, 2026**, at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **August 14, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, and the provisions contained in under 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 Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Companies, 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.

OPTION 1: Pursuant to aforesaid SEBI Circular, Login through Depositories i.e., CDSL/NSDL for e-Voting for Individual Shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Members who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The Members who want to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on **"Login"** and select **"My Easi New (Token)"** Tab. 2) After successful login to the Easi / Easiest facility, Member will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the **"e-voting option"**, the Member will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the Member can visit the e-Voting service providers' website directly. 3) If the Member is not registered at Easi/Easiest facility, option to register is available at CDSL website at www.cdslindia.com by clicking on **"Login"** & selecting **"My Easi New (Token)"** Tab and then clicking on **"Registration"** option.

Type of Shareholders	Login Method
	4) Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the Member by sending OTP on registered Mobile Number & Email ID, as recorded in the Demat Account. After successful authentication, Member will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with **NSDL Depository**	1) Members who are already registered under the NSDL IDeAS facility, may please visit the e-Services website of NSDL. • 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"** under **"Login"** which is available under **'IDeAS'** section. • A new screen will open. Member will have to enter User ID and Password. After successful authentication, Member will be able to see e-Voting services. • Click on **"Access to e-Voting"** under e-Voting services and Member will be able to see e-Voting page. • Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting their vote during the remote e-Voting period. 2) If the Member is not registered for **NSDL IDeAS** e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. • 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 **"Login"** which is available under **'Shareholder/Member'** section. • A new screen will open. Members will have to enter User ID (i.e. sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. • After successful authentication, Member will be re-directed to NSDL Depository site wherein Member can see e-Voting page. • Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting their vote during the remote e-Voting period.

Type of Shareholders	Login Method
	• For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on **login**. After successful authentication, you 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 you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants (DP)**	1) Member can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. 2) After Successful login, Member will be able to see e-Voting option. 3) Once Member clicks on e-Voting option, Member will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein Member can see e-Voting feature. 4) Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting their vote during the remote e-Voting period.

Important note: *Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

OPTION 2: Login method through CDSL e-Voting system for non-individual shareholders holding securities in Demat Form & shareholders holding securities in Physical Form:

i. The Members should log on to the e-voting website www.evotingindia.com.

ii. Click on **"SHAREHOLDERS"** module.

iii. Now Enter the User ID:

  a. **For CDSL**: 16 digits beneficiary ID;

  b. **For NSDL**: 8 Character DP ID followed by 8 Digits Client ID;

  c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the Image Verification as displayed and click on **"LOGIN"**.

v. If Members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.

vi. If Members are a first-time user follow the steps given below:

For Non-Individual Shareholders holding shares in Demat Form and Shareholders holding shares in Physical Form	
PAN	Enter 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iii).

vii. After entering these details appropriately, click on **"SUBMIT"** tab.

viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution 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 password with any other person and take utmost care to keep the password confidential.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

x. Click on the EVSN: **GODREJ INDUSTRIES LIMITED**.

xi. On the voting page, Members 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 Members assent to the Resolution and option **'NO'** implies that Members dissent to the Resolution.

xii. Click on the **"RESOLUTION FILE LINK"** if Members wish to view the entire Resolution details.

xiii. After selecting the resolution, Members have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If Members wish to confirm their vote, click on **"OK"**, else to change the vote, click on **"CANCEL"** and accordingly modify their vote.

xiv. Once Members **"CONFIRM"** their vote on the resolution, they will not be allowed to modify their vote.

xv. Member can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

xvi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on **"Forgot Password"** and enter the details as prompted by the system.

xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xviii. **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as **"CORPORATES"** 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case Members have any queries or issues regarding e-voting from CDSL e-Voting System, they may write an email to helpdesk.evoting@cdslindia.com.
- 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 helpdesk.evoting@cdslindia.com / investor@godrejinds.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Rakesh Dalvi, Sr. 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 at toll free no. 1800 21 09911.

FOR MEMBERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

a. **For Physical Shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at investor@godrejinds.com / RTA at helpdesk@computechsharecap.in.

b. **For Demat Shareholders** - Please update your email id & mobile number with your respective Depository Participant (DP).

c. **For Individual Demat Shareholders** - Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting.

14. The last date for the receipt of duly completed Postal Ballot Forms and e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

15. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar to an Issue and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

16. A Member need not use all his / her / its vote(s) nor does he / she / it need to cast all his / her / its votes in the same way.

17. The Scrutinizer's decision on the validity of the Postal Ballot voting shall be final.

IMPORTANT NOTICE TO THE SHAREHOLDERS

<u>Intimation on Special Window for Re-lodgement of Transfer and Dematerialization of Physical Shares:</u>

SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has introduced a special window for re-lodgement of transfer requests and dematerialization (**"demat"**) of physical shares for a period of one year from February 5, 2026, to February 4, 2027.

This facility is available only for transfer and dematerialization of physical securities which were sold/purchased prior to April 1, 2019. The facility is also available for transfer requests that were submitted earlier and were rejected, returned, or kept pending due to deficiencies in documents, process, or otherwise.

The investor/transferee should have a demat account and provide the Client Master List (**"CML"**), along with the transfer documents and share certificate, while re-lodging the request with the Company's Registrar to an Issue and Transfer Agent (**"RTA"**). Due process to be followed for such requests. Transfer requests submitted after February 4, 2027, shall not be accepted by the Company/RTA.

Eligible investors may contact the Company's RTA within the aforesaid period for further assistance.

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

APPROVAL FOR RE-DESIGNATION, APPOINTMENT OF AND REMUNERATION PAYABLE TO PIROJSHA GODREJ AS A 'WHOLE TIME DIRECTOR' (DESIGNATED AS THE 'EXECUTIVE CHAIRPERSON') OF THE COMPANY FOR A PERIOD COMMENCING FROM AUGUST 14, 2026, TO AUGUST 13, 2031

The Members, through a Postal Ballot concluded on June 30, 2022, had approved the appointment of Pirojsha Godrej (DIN: 00432983) as a Non-Executive Director of the Company with effect from April 1, 2022.

Further, in line with the Company's and the Group's generational succession planning and pursuant to the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on April 13, 2026, Pirojsha Godrej was appointed as the 'Chairperson-Designate' of the Company and the Godrej Industries Group with effect from April 13, 2026, and subsequently would take the role of 'Chairperson' of the Board of the Company and the Godrej Industries Group with effect from August 14, 2026.

As part of the aforesaid transition, the Nomination and Remuneration Committee and the Board of Directors at their respective meeting held on August 13, 2026, had recommended re-designation, and appointment (including remuneration payable) to Pirojsha Godrej as the "Whole Time Director" of the Company, designated as Executive Chairperson, who will hold the office for a period, commencing from August 14, 2026, to August 13, 2031, subject to approval of Shareholders of the Company.

The Company empanelled an independent consulting firm to undertake market study for remuneration range for comparable roles. Based on the inputs and findings of the consultant, remuneration for a peer set consisting of Executive Chairperson(s) / Whole Time Director(s) of Groups similar in size, scale, complexities was placed before the Nomination and Remuneration Committee. The Nomination and Remuneration Committee Members after detailed discussion and consideration arrived at the remuneration proposed to be paid to Pirojsha Godrej as Executive Chairperson. The proposed remuneration is broadly around the median of the remuneration payable to an Executive Chairperson / Whole-Time Director of Groups similar in size, scale, complexities. Accordingly, the proposed remuneration is commensurate with the responsibilities entrusted to the Executive Chairperson and appropriate having regard to prevailing market practices and as well as the plans, strategic priorities and aspirations of the Group for its future growth and development.

In compliance with the provisions of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain the approval of Shareholders of the Company for appointment of Pirojsha Godrej as the "Whole Time Director" designated as Executive Chairperson of the Company within a time period of 3 (three) months from the date of appointment.

The Company has received the consent from Pirojsha Godrej to act as "Whole- Time Director" designated as Executive Chairperson along with his declaration 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.

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

The proposed remuneration and terms and conditions of appointment of Pirojsha Godrej (hereinafter referred to as the Whole Time Director) are as given below:

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

b. In consideration of the performance of his duties, the Whole Time Director shall be entitled to receive remuneration as follows:

This Resolution does not constitute Related Party Transaction under the provisions of Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014. This Resolution, though Related Party Transaction under Listing Regulations, applicable accounting standards, is not a material Related Party Transaction. The remuneration payable to Pirojsha Godrej 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 range of ₹6.9 crore p.a. to ₹12 crore 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 Director.

(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 decided parameters and other relevant factors and having regard to the performance of the Whole Time Director for each year, the range for base target shall be ₹12 crore p.a. to ₹21 crore p.a.

The actual PLVR payout can be higher or lower than the PLVR base target depending on the key performance indicators or any other metric as may be determined by the Board/ NRC in context of that financial year.

(iii) Flexible Compensation:

In addition to the Fixed Compensation and PLVR, the Whole Time Director 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 Director in the manner as the Board may decide as per the Policy/Rules of the Company.

- Housing (i.e. residential accommodation);
- Furnishing at residence;
- House Rent Allowance, if applicable, as per companies' policy.
- 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 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 Director shall be in the range of ₹16.1 crore p.a. to ₹28 crore p.a., payable monthly; plus cars (including driver's salary, fuel, maintenance and other incidental expenses); plus housing (i.e. residential accommodation and / or House Rent Allowance, if any).

In addition to the above, the Whole Time Director 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 Director during the said tenure of appointment in accordance with the rules, which the Board may in its absolute discretion pay to the Whole Time Director 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) or re-enactment thereof, for the time being in force). Further, the remuneration payable to Pirojsha Godrej, may exceed the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, in any year during the tenure of his appointment as the Whole Time Director of the Company.

(v) Loans:

(a) Granting of loans according to Company's Scheme subject to necessary approval(s), 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 Whole Time Director, 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 Whole Time Director, a 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 re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 and / or Income Tax Act, 2025, 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 and / or Income Tax Act, 2025, 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 Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the Whole Time Director of the Company.

VI. The Whole Time Director is appointed by virtue of his employment in the Company, and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013. The appointment is terminable by giving three months' notice in writing on either side.

The Board of Directors are of the view that the appointment of Pirojsha Godrej as the Whole Time Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly the Board recommends the **SPECIAL RESOLUTION** 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.

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

Godrej Industries Limited is the Ultimate Holding Company of the Godrej Industries Group. The Company is engaged in the business of manufacturing 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	FY 2025-26	FY 2024-25
Total Income	5,088.83	4,291.46
Expenditure other than Interest and Depreciation	4,088.22	3,262.05
Profit Before Interest, Depreciation, Exceptional Items and Tax	1,000.61	1,029.41
Interest (Net)	838.99	742.39
Profit Before Depreciation and Tax	161.62	287.02
Depreciation	92.39	96.85
Exceptional Items (Net)	(8.21)	-
Profit Before Tax	61.02	190.17
Provision for Tax	-	-
Provision for Deferred Tax	-	0.50
Net Profit	61.02	189.67

5. Foreign Investments and Collaborations:

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

II. Information about the Appointee:

1. Background Details / Recognition and Awards / Job Profile and his Suitability:

Pirojsha Godrej is Executive Chairperson of Godrej Industries Limited and Chairperson of Godrej Industries Group. He also serves as Chairperson of Godrej Properties, Godrej Capital, and Godrej Ventures.

Under Pirojsha's leadership, the Godrej Industries Group has delivered strong and consistent performance, achieving over 20% compounded annual growth in both sales and net profits over the five years leading up to FY26. It is the leading player in India across several business categories, including residential real estate, animal feed, crude palm oil, oleochemicals, household insecticides, hair colour, and air care. As of April 2026, the group's publicly listed businesses had a market capitalization in excess of $20 billion.

The Group's largest companies, Godrej Consumer Products and Godrej Properties, were both ranked number one globally in their respective categories on the Dow Jones Best-in-Class Indices in 2025. Godrej Properties also secured the top global ranking in the Global Real Estate Sustainability Benchmark (GRESB) 2025, reflecting the Group's deep commitment to sustainability and governance.

Prior to taking on leadership at the Godrej Industries Group, Pirojsha led Godrej Properties through a phase of rapid growth culminating in it becoming the largest real estate developer in India by residential sales in FY21, a position it continues to hold. He also founded Godrej Capital and Godrej Ventures.

Pirojsha graduated from the Wharton School of Business, completed a Master's in International Affairs from Columbia University, and earned an MBA from Columbia Business School.

2. Past remuneration:

No remuneration was paid to Pirojsha Godrej during the Financial Year 2025–26, other than sitting fees amounting to ₹4,00,000/- (Rupees Four Lakh Only).

3. Remuneration Proposed:

The Basic Salary shall be in the range of ₹6.9 crore p.a. to ₹12 crore p.a., payable monthly and other perquisites, allowances, other benefits, variable pay and flexible pay etc. respectively, as fully set out herein above.

4. 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 Pirojsha Godrej, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

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

Besides the remuneration proposed to be paid to Pirojsha Godrej, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except that he is the son of Adi Godrej, Chairman Emeritus and sibling of Tanya Dubash and Nisaba Godrej, Directors.

III. Other Information:

Reasons of loss or inadequate profits: **Steps taken or proposed to be taken for improvement:** **Expected increase in productivity and profits in measurable terms:**	Godrej Industries Limited (GIL) has an 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 nutritions and agriproducts, 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. **Remuneration in case of absence or inadequacy of profits:** The remuneration proposed to be paid shall be subject to the applicable provisions of the Companies Act, 2013, including Section 197 and Schedule V thereto. In the event of loss or inadequacy of profits in any financial year, the remuneration as approved by the Members may be paid notwithstanding that it exceeds the limits prescribed under Section II of Part II of Schedule V to the Act, subject to the applicable provisions of the Act and the requisite approvals, if any

Other than Pirojsha Godrej and his relatives i.e., Tanya Dubash & Nisaba Godrej, 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 matter of this Notice.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set forth for the approval of the Members.

Date and Place: August 13, 2026, Mumbai

Registered Office:
Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai- 400 079, Maharashtra.
Tel No.: 022-2518 8010
Fax No.: 022-2518 8066
Website: www.godrejindustries.com
Email: investor@godrejinds.com
CIN: L24241MH1988PLC097781

By Order of the Board of Directors
of Godrej Industries Limited

Sd/-
Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)

ENCL: Postal Ballot Form

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Name of the Director	Pirojsha Godrej
Director Identification Number (DIN)	00432983
Date of Birth	27/10/1980
Age	45 years
Nationality	Indian
Date of first appointment	01/04/2022
Nature of expertise in specific functional area	Strategy & Business, Industry Expertise, Market Expertise, Governance, Finance & Risk
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company *inter-se*	Son of Adi Godrej (Chairman Emeritus), brother of Tanya Dubash (Executive Director and Chief Branding Officer) and Nisaba Godrej (Non-Executive Director) and nephew of Nadir Godrej, Promoter.
Brief Profile / Resume of the Director including qualification and experience	Pirojsha Godrej is Executive Chairperson of Godrej Industries Limited and Chairperson of Godrej Industries Group. He also serves as Chairperson of Godrej Properties, Godrej Capital, and Godrej Ventures. Under Pirojsha's leadership, the Godrej Industries Group has delivered strong and consistent performance, achieving over 20% compounded annual growth in both sales and net profits over the five years leading up to FY26. It is the leading player in India across several business categories, including residential real estate, animal feed, crude palm oil, oleochemicals, household insecticides, hair colour, and air care. As of April 2026, the group's publicly listed businesses had a market capitalization in excess of $20 billion. The Group's largest companies, Godrej Consumer Products and Godrej Properties, were both ranked number one globally in their respective categories on the Dow Jones Best-in-Class Indices in 2025. Godrej Properties also secured the top global ranking in the Global Real Estate Sustainability Benchmark (GRESB) 2025, reflecting the Group's deep commitment to sustainability and governance. Prior to taking on leadership at the Godrej Industries Group, Pirojsha led Godrej Properties through a phase of rapid growth culminating in it becoming the largest real estate developer in India by residential sales in FY21, a position it continues to hold. He also founded Godrej Capital and Godrej Ventures. Pirojsha graduated from the Wharton School of Business, completed a Master's in International Affairs from Columbia University, and earned an MBA from Columbia Business School.
Terms and Conditions of appointment	Pirojsha Godrej is being re-designated & appointed as a 'Whole Time Director' designated as Executive Chairperson of the Company, for a period commencing from August 14, 2026, till August 13, 2031. He will be liable to retire by rotation, in terms of provision of Section 152 of the Companies Act, 2013. The other terms and conditions of re-appointment form part of the Explanatory Statement to this Notice and as per the Nomination and Remuneration Policy of the Company.

Directorship in Other listed entities	1) Godrej Properties Limited 2) Godrej Consumer Products Limited 3) Godrej Agrovet Limited
Directorship in Other Companies *(excluding Listed Entities, Foreign Companies and Section 8 Companies)*	**Public Companies:** 1) Godrej Housing Finance Limited 2) Godrej Capital Limited 3) Godrej Finance Limited 4) Godrej Ventures and Investment Advisers Private Limited **Private Companies:** 1) Rock Honey Films Private Limited 2) Karukachal Developers Private Limited 3) Ceres Developers Private Limited 4) Swaddle Projects Private Limited
Chairpersonships / Memberships of Committees held in Committees of Other Companies as on date this Notice	**Godrej Properties Limited** Chairperson of Risk Management Committee Chairperson of Corporate Social Responsibility Committee Chairperson of Environmental, Social and Governance Committee Chairperson of Allotment Committee Chairperson of Management Committee Member of Stakeholders' Relationship Committee **Godrej Agrovet Limited** Member of Managing Committee **Godrej Consumer Products Limited** Member of Stakeholders' Relationship Committee Member of Management Committee **Godrej Capital Limited** Member of Nomination and Remuneration Committee **Godrej Housing Finance Limited** Chairperson of Credit Committee **Godrej Finance Limited** Chairperson of Credit Committee Member of Stakeholder's Relationship Committee
Names of the listed entities from which she/ he/ Director has resigned in the past 3(Three) years	None as on the date of this Notice
No. of shares held by Director: **By Self:** **As a beneficial owner of:**	 1,96,59,500 1,15,07,016 (as Trustees of ABG Family Trust) 1,11,91,318 (as Trustees of PG Family Trust) 1,19,34,517 (as Trustees of TAD Family Trust) 1,19,34,518 (as Trustees of NG Family Trust) 1 (as Trustees of PG Children Trust) 1 (as Trustees of PG Lineage Trust) 1 (as Trustees of TAD Children Trust) 1 (as Trustees of NG Children Trust)
Remuneration last drawn (in ₹) (during Financial Year 2026-27 i.e. up to August 13, 2026)	No remuneration was paid to Pirojsha Godrej during the Financial Year 2026-27 i.e. up to August 13, 2026, other than sitting fees amounting to ₹3,00,000/- (Rupees Three Lakh Only).

Remuneration sought to be paid	Please refer Explanatory Statement annexed to the Postal Ballot Notice.
Number of Meetings of the Board attended during the year (Financial Year 2025-26)	4 (Four)
Number of Meetings of the Board attended during the year (Financial Year 2026-27, i.e., up to August 13, 2026)	3 (Three)

GODREJ INDUSTRIES

GODREJ INDUSTRIES LIMITED

CIN: L24241MH1988PLC097781
Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079
Tel No.: 022 – 2518 8010; **Fax No.:** 022- 2518 8066;
Email: investor@godrejinds.com; **Website:** www.godrejindustries.com

POSTAL BALLOT FORM

1	Name of the First Named Member (in BLOCK LETTERS)	
2	Registered Address of the Sole / First Named Member / Beneficial Owner	
3	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialised form)	
4	Number of Equity Share(s) held	

I / we hereby exercise my / our vote(s) in respect of the Special Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated August 13, 2026, by conveying my / our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below:

Description	Number of Equity Shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
SPECIAL RESOLUTION – Approval for re-designation, appointment of and remuneration payable to Pirojsha Godrej as a 'Whole Time Director' (designated as the 'Executive Chairperson') of the Company for a period commencing from August 14, 2026, to August 13, 2031			

Place:
Date:

Signature of Member/Authorised Signatory

Please see the instructions overleaf for filling the Postal Ballot Form

E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
260817034		

Cut-off date for reckoning voting rights for Postal Ballot and E-voting	Commencement of voting by Postal Ballot and E-voting (Start Date)	Last date of receipt of Postal Ballot and close of E-voting (End Date)
August 14, 2026	9:00 a.m. (IST) on August 26, 2026	5:00 p.m. (IST) on September 24, 2026

IMPORTANT INSTRUCTIONS FOR VOTING

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members / beneficial owner as on August 14, 2026. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.

2. For E-voting, please refer the instructions under **"E-Voting Instructions"** in the Notice attached herewith.

3. A Member desirous of exercising vote by physical Postal Ballot Form may complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer, Sachin Manseta, c/o M/s. Computech Sharecap Limited, Unit: **Godrej Industries Limited**, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, Maharashtra. Postage / Courier expenses for sending such physical postal ballot forms to the Scrutinizer will be borne by the Members. The Company in no way would be responsible for late / no delivery of Postal Ballot Form.

4. Alternatively, a member may vote through electronic mode as per instructions for E-voting provided in the Postal Ballot Notice sent herewith.

5. The Members can opt for only one mode of voting, i.e., either by Physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by Physical Postal Ballot Form will be treated as invalid.

6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of Joint Holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.

7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority Letter and attested specimen signature(s) of the duly authorised signatories giving requisite authorities to the person voting on the Postal Ballot Form.

8. The consent must be accorded by recording the assent in the column **"FOR"** and dissent in the column **"AGAINST"** by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.

9. The vote(s) of a Member will be considered invalid *inter alia* on any of the following grounds:

    a. If a form other than the Postal Ballot Form issued by the Company is used;

    b. If the Postal Ballot Form has not been signed by the Member or if the Member's signature does not tally with the specimen signature of the Company;

    c. If the Member has put a tick mark (✓) in both the columns, that is, for **'Assent'** and also for **'Dissent'** to the resolution in such manner that the aggregate shares voted for **'Assent'** and **'Dissent'** exceed the total number of shares held;

    d. If the Postal Ballot Form is incomplete or incorrectly filled;

    e. If the Member has made any amendment to the resolution or imposed any condition while exercising his/her/their vote;

    f. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;

    g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.

10. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on September 24, 2026. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date.

11. Members are requested NOT to send any the paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.

12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

13. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to investor@godrejinds.com.

14. The Result of voting on the resolution will be declared within 48 (Forty-Eight) hours of the end date and will also be displayed on the website of the Company (www.godrejindustries.com) besides being communicated to the Stock Exchanges.

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