

NOTICE OF
ANNUAL GENERAL MEETING

Notice of Annual General Meeting

NOTICE is hereby given that the 38th (THIRTY-EIGHTH) Annual General Meeting of the Members of GODREJ INDUSTRIES LIMITED ("the Company") will be held on Thursday, August 13, 2026, at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2026 (ORDINARY RESOLUTION)

To consider, approve and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2026, and the Board's Report along with Annexures and the Statutory Auditor's Report thereon.

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

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

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Vishal Sharma (DIN: 00085416) as a "Director", to the extent that he is required to retire by rotation".

SPECIAL BUSINESS:

3. Approval for re-appointment of and remuneration payable to Mr. Vishal Sharma as a "Whole Time Director"

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and 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), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vishal Sharma (DIN: 00085416) as a "Whole Time Director" [*designated as the "Executive Director & Chief Executive Officer (Chemicals)"*] of the Company, liable to retire by rotation, with effect from April 1, 2027 upto March 31, 2030.

RESOLVED FURTHER THAT the approval of 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. Vishal Sharma (DIN: 00085416), as a 'Whole Time Director' [(Executive, Non-Independent Director)] of the Company, designated as "*Executive Director & Chief Executive Officer (Chemicals)*", for a period commencing from April 1, 2027 to March 31, 2030, on the terms and conditions 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. Vishal Sharma, with liberty to the Board of Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said re-appointment in such manner as may be mutually agreed between the Board of Directors and Mr. Vishal Sharma.

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 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, 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.

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.”

4. Approval for raising of funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / bonds / other instruments aggregating to ₹1,500 crore (Rupees One Thousand Five Hundred Crore Only) and to delegate the powers to the Management Committee in this regard

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to all applicable laws and Regulations, including but not limited to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Master / Operational Circulars issued by the Securities and Exchange Board of India [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other laws, rules, regulations, guidelines, notifications, circulars as applicable, and subject to such approvals, consents, permissions and/ or sanctions of the Central Government, Reserve Bank of India and BSE Limited, National Stock Exchange of India Limited (“Stock Exchanges”) and any other appropriate authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors [hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution] to borrow or raise funds by issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, whether Listed and/or Unlisted (“Instruments”), on private placement basis, in one or more tranches, such that the total amount does not exceed ₹1,500 crore (Rupees One Thousand Five Hundred Crore Only), during a period of 1(One) year from the date of passing of this Special Resolution by the Members, with such ranking and seniority and on such terms and conditions as may be decided by the Board to such person(s), including one or more company(ies), body corporate(s), statutory corporation(s), commercial bank(s), systematically important non-banking financial company(ies),

lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/provident fund(s), individual(s) and such other person(s) eligible to invest in such Instruments [hereinafter collectively referred to as "Investors"], provided that such investors shall cumulatively not exceed 200 (Two Hundred) in number in any Financial Year, for such amount(s) as the Board may in its absolute discretion at any time hereafter determine, and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board to determine, in its absolute discretion, the terms, conditions and quantum of each issue of the Instruments, including the consideration and utilization of proceeds, class of investors to whom such Instruments are to be allotted, number of Instruments to be issued in each tranche, issue price, redemption period, rate of interest, appointment / engagement of Lead Managers, Underwriters, Advisors, Debenture Trustees, Registrar, Depositories, Professionals, Bankers, Consultants, Advocates and other agencies entering into arrangements with the Company for managing the issue, and to finalize /pay their fees / charges / remuneration / expenses relating thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required, desirable and permissible in connection with the aforesaid resolution including determination of the terms thereof, executing and finalizing the forms, disclosure and placement documents, General Information Document(s), Key Information Document(s), offer letter, timing of the issue, execution of any documents for and on behalf of the Company and to represent the Company before any governmental or regulatory authority(ies), also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorized to make requisite filing with concerned regulatory / government authority(ies) / depository(ies), Stock Exchanges and/or any other regulatory authority(ies) to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilization of the proceeds and redemption of the Instruments, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that its Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to the Management Committee / any Director(s) / Officer(s) / Authorized Signatory(ies) of the Company to do all such acts, deeds, matters and things as may be required, desirable and permissible to give effect to this Resolution.

RESOLVED FURTHER THAT all action(s) taken by the Board, any Director(s) / Management Committee / Officer(s) / Authorized Signatory(ies) of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors 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."

5. Ratification of remuneration of M/s. R. Nanabhoy & Co., Cost Accountants appointed as the "Cost Auditors" of the Company

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

"RESOLVED THAT pursuant to Section 148 and all applicable provisions of the Companies Act,

2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), and on the basis of the recommendations and approvals of the Audit Committee and the Board of Directors of the Company, the Members of the Company hereby approve and ratify the remuneration of ₹5,32,000/- (Rupees Five Lakh Thirty Two Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses payable to M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No. 000010), the Cost Auditors of the Company, for conducting the audit of the Cost Records of the Company for the Financial Year ending on March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or the Chief Financial Officer and / or the Company Secretary and Compliance Officer be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors 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.”

6. Contribution to Bonafide charitable and other funds

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

“RESOLVED THAT in supersession of the resolution passed by the Members at the 30th Annual General Meeting of the Company held on August 13, 2018 and pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and on the basis of the recommendation and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to contribute or donate, in one or more tranches, from time to time, to bonafide charitable and / or other funds, not directly relating to the business of the Company or the welfare of its employees, any amount or amounts, the aggregate of which shall not exceed ₹10 crore (Rupees Ten Crore Only) in any Financial Year, notwithstanding that such contribution or donation are / may exceed the limit as mentioned in the Companies Act, 2013 or such other applicable laws for time being in force including any modification(s), re-enactment(s) and amendment(s) thereto.

RESOLVED FURTHER THAT the Board of Directors and / or the Management Committee of the Board of Directors be and are hereby severally authorized to further delegate authority, from time to time, to such person(s) as may be deemed appropriate, to determine, approve, and make contributions to bonafide charitable and / or other funds, within the limits approved by the Board of Directors and the Members of the Company from time to time.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors 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.”

7. Approval for further investment of up to ₹1,000 crore (Rupees One Thousand Crore Only) in Godrej Investment Limited, a Wholly-owned Subsidiary Company

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

“RESOLVED THAT further to the Special Resolution passed by the Members of the Company on September 27, 2025, and pursuant to the provisions of Section 186 of the Companies Act, 2013, and the applicable provisions, Rules and Schedules, if any [including any statutory modification(s)

/ amendment(s) / revision(s) / reenactment(s) thereof] or any other law, as may be applicable (hereinafter referred to as “the Act”), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) / amendment(s) / revision(s) thereof or any other law, as may be applicable) and/or any other approvals, as may be required and upon recommendations and approvals of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the Company to further acquire securities of Godrej Investment Limited, a wholly-owned subsidiary of the Company by way of subscription / purchase or otherwise, up to an additional sum of ₹1,000 crore (Rupees One Thousand Crore Only) (“the additional proposed limit”), notwithstanding that the aggregate of the investments so far made or to be made in terms of the already sanctioned limits plus additional proposed limit exceeds the limit of sixty per cent of the Company’s Paid up Share Capital, Free Reserves and Securities Premium Account or one hundred per cent of the Company’s Free Reserves and Securities Premium Account, whichever is higher, as laid down by the Act.

RESOLVED FURTHER THAT the Management Committee of the Board of Directors and / or Mr. Nadir B. Godrej, Chairman and Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Vishal Sharma, Executive Director & Chief Executive Officer (Chemicals), Mr. Pirojsha Godrej, Chairperson Designate and Director, Ms. Nisaba Godrej, Director and Mr. Clement Pinto, Chief Financial Officer, be and are hereby severally authorized to take from time to time all decisions and steps incidental, expedient or necessary, subject to the requisite approval of any regulatory authorities, as the case may be, in respect of the above mentioned investment and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, including deciding the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it / they may, in its / their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

RESOLVED FURTHER THAT the limits indicated herein above in case of divestment, transfer or sale of investment, as the case may be, be restored to the sanctioned limits.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors 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: May 15, 2026, Mumbai

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

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

Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard – 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India for special businesses under Item Nos. 3 to 7 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 under Section 189 of the Act and the Certificate from Secretarial 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 and Sweat Equity) Regulations, 2021 and any other relevant documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection electronically only 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. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W/W100166), were appointed for a period of 5 (Five) consecutive years at the 34th (Thirty-Fourth) Annual General Meeting ("AGM") of the Members held on August 12, 2022, at a remuneration as decided by the Board of Directors of the Company.
4. In compliance with the latest General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "**the Circulars**"), the 38th (Thirty Eighth) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue.

In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the 38th (Thirty-Eighth) AGM shall be deemed to be the Registered Office of the Company situated at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400 079, Maharashtra.

5. Since this AGM is being held in accordance with the 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 38th (Thirty-Eighth) 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.

Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

6. 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.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names, as of the cut-off date, will be entitled to vote at the Meeting.
8. The Register of Members and Share Transfer Books will remain closed from Thursday, August 6, 2026, to Thursday, August 13, 2026 (both days inclusive) for the purpose of the Annual General Meeting.
9. The details required under Regulation 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 proposed to be appointed / re-appointed at this AGM forms a part of this Notice.

10. The Company's Registrar to an Issue and Share Transfer Agents for its Share Registry Work are Computech Sharecap Limited, having their office at 147, Mahatma Gandhi Road, 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 to an Issue and Share Transfer Agent at the abovementioned address. Members may also address all other correspondences to the Registrar to an Issue and Share Transfer Agent at the address mentioned above.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL, REGISTRATION OF EMAIL IDs AND KYC UPDATION:

11. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules framed 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 the latest General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and in accordance with relevant provisions as contained in the relevant SEBI Listing Regulations, as amended from time to time, the Annual Report for Financial Year 2025-26 (comprising of the Financial Statements including Boards' Report, Auditor's report or other documents required to be attached therewith (together referred to as "**Annual Report**") including Notice of AGM are being sent in electronic mode to Equity Shareholders and Debenture holders, whose e-mail address(es) are registered with the Company or the Depository Participant(s).

The Notice of AGM along with Annual Report for Financial Year 2025-26, is also available on the website of the Company at www.godrejindustries.com, on the websites 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.

Additionally, in compliance with Regulations 36 and 58 of the SEBI Listing Regulations, respectively, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available is being sent to those shareholder(s) and debentureholder(s) respectively, who have not so registered their email address(es) with the Company / Depositories.

12. 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).

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.

13. In accordance with Securities and Exchange Board of India (SEBI) vide Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 6, 2026, have mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form. Members holding shares in physical mode and who have not updated their email addresses / other details like Nomination, KYC etc., with the Company / RTA pursuant to the aforesaid circular, may follow the process detailed below:

Type of holder	Process to be followed														
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company^: <table border="1"> <thead> <tr> <th>Form No.</th><th>Description of the Form</th></tr> </thead> <tbody> <tr> <td>Form-ISR 1</td><td>Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode</td></tr> <tr> <td>Form-ISR 2</td><td>Update of signature of securities holder by Banker</td></tr> <tr> <td>Form-ISR 3</td><td>Declaration Form for opting out of Nomination</td></tr> <tr> <td>Form-ISR 4</td><td>Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form</td></tr> <tr> <td>Form SH-13</td><td>For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014</td></tr> <tr> <td>Form SH-14</td><td>Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee</td></tr> </tbody> </table>	Form No.	Description of the Form	Form-ISR 1	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form-ISR 2	Update of signature of securities holder by Banker	Form-ISR 3	Declaration Form for opting out of Nomination	Form-ISR 4	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form SH-13	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-14	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee
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Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.														

^Forms ISR-1, ISR-2, ISR-3, ISR-4, SH-13 & SH-14 along with the supporting documents as stated above are required to be submitted to the RTA of the Company at the address mentioned below:

Computech Sharecap Limited: 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, Maharashtra. Alternatively, the same can be sent through e-mail to helpdesk@computechsharecap.in

Any service requests or complaints received from the Member holding shares in physical form, will not be processed by RTA till the aforesaid details / documents are provided to RTA. Relevant details, FAQs and forms prescribed by SEBI in this regard are available on the website of the Company under Investor Information Tab at www.godrejindustries.com.

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 by following the procedure mentioned in Note No. 13 above.

15. NOMINATION

Pursuant to Section 72 of the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website at www.godrejindustries.com.

16. SHARE TRANSFER AND ISSUE OF SECURITIES WHILE PROCESSING SERVICE REQUESTS ARE PERMITTED ONLY IN DEMAT

The listed companies are mandated to issue securities in dematerialized form only while processing service requests[#] subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, the format of which are available on the Company's website at www.godrejindustries.com and RTA at www.computechsharecap.com.

[#]Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

17. 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 dividends, if any, during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on August 13, 2025, (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 Financial Year 2025-26, the Company in compliance with the aforesaid provisions and the said Rules has transferred 16,781 (Sixteen Thousand Seven Hundred and Eighty-One) Equity Shares of the Face Value of ₹1/- (Rupee One Only) each belonging to 206 (Two Hundred and Six) Shareholders underlying the unclaimed dividends for the Financial Year 2017-18. Further, the Company also transferred below unclaimed dividend amounts of the previous Financial Year to IEPF in compliance with applicable laws:

Particulars	Amount (in ₹)
Unclaimed Dividend amounts of the Financial Year 2017-18	6,85,902.00

Further, below are the details of transfer of dividend amounts to IEPF:

Dividend for the Financial Year ended	Date of Dividend Declaration	Due Date for Transfer
31.03.2019	13.08.2019	19.09.2026
31.03.2020	Not Applicable	Not Applicable
31.03.2021	Not Applicable	Not Applicable
31.03.2022	Not Applicable	Not Applicable
31.03.2023	Not Applicable	Not Applicable
31.03.2024	Not Applicable	Not Applicable
31.03.2025	Not Applicable	Not Applicable

18. 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, 2026, 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. August 6, 2026, 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 AGM.

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's 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.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM but shall not be entitled to cast their vote again.

RESULTS OF E-VOTING

- a. Mr. Sachin Manseta, Practicing Company Secretary, (Membership No. FCS 8279) of M/s. Sachin Manseta & Associates, Company Secretaries or failing him Mr. Govil Rathi, Practicing Company Secretary, (Membership No. FCS 13152) of M/s. Govil Rathi & Associates, 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.
- b. 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 AGM, make the Scrutinizer's Report and submit the same to the Chairperson or a person duly authorised by the Chairperson. The Results shall be declared within 48 (Forty-Eight) hours after the conclusion of the AGM.
- c. 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.
- d. 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., August 6, 2026. 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 cut-off date, i.e., Thursday, August 6, 2026, only shall be entitled to avail the facility of remote e-voting.
- e. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Thursday, August 6, 2026, may obtain the login details in the manner as follows:

- **THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:**

The voting period begins on **Saturday, August 8, 2026, at 9:00 a.m. (IST)** and ends on **Wednesday, August 12, 2026, at 5:00 p.m. (IST)**. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Thursday, August 6, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- 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 Regulation 44 of SEBI Listing Regulations, 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 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.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meeting 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	- 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. - 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 or joining virtual meeting & voting during the meeting. 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. - 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. - 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	- 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” 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 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 or joining virtual meeting & voting during the meeting. - 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 - 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 “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 or joining virtual meeting & voting during the meeting. - 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 or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants (DP)	1. Members 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 or joining virtual meeting & voting during the meeting.

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 websites.*

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

B. The detailed process and manner for remote e-voting and joining virtual meeting for Non-Individual Shareholders holding securities in Demat Form and Shareholders holding securities in Physical Form, are explained herein below:

- i. The Members may please log on to the e-voting website at 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 e-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 Members holding shares in Demat Form (other than individual shareholders) and Members 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 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 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 resolutions 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 “**RESOLUTIONS 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 their vote, click on “**CANCEL**” and accordingly modify their vote.
- xiv. Once Members “**CONFIRM**” their vote on the resolution, Members will not be allowed to modify their vote.
- xv. Members 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 Board Resolution (BR) / Power of Attorney (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 delinked 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.
- Alternatively, Non-Individual Shareholders are required to mandatorily 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.

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 or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. 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.

C. INSTRUCTIONS FOR MEMBERS 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 **EVS**N 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 cast 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 MEMBERS 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 www.evotingindia.com under Shareholders / Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the **EVS**N of Company will be displayed. Click on live streaming appearing beside the **EVS**N.
- 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/4G/LTE or above), 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.

E. PROCESS 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 & joining virtual meetings through Depository.

19. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE ENSUING 38TH AGM OF THE COMPANY:

- 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@godrejinds.com. Questions / queries received by the Company till 5:00 p.m. (IST) on Friday, August 7, 2026, 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 Thursday, July 30, 2026 (9:00 a.m. IST) to Friday, August 7, 2026 (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 at toll free no. 1800 21 09911.
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20. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on **Thursday, August 13, 2026**, subject to receipt of the requisite number of votes in favour of the Resolutions.

Intimation on Special Window for Re-lodgement of Transfer and Dematerialization of Physical Shares:

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.

Date and Place: May 15, 2026, Mumbai

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

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

Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)

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 businesses mentioned under Item Nos. 3 to 7 of the accompanying Notice dated May 15, 2026.

ITEM NO. 3

The Members had appointed Mr. Vishal Sharma as a **“Whole Time Director”** [designated as the **“Executive Director & Chief Executive Officer (Chemicals)”**] and approved his remuneration by passing necessary resolutions through Postal Ballot on June 24, 2024, for a period from May 1, 2024, up to March 31, 2027. The tenure of Mr. Vishal Sharma, Executive Director & Chief Executive Officer (Chemicals) will end on March 31, 2027. It is proposed to re-appoint Mr. Vishal Sharma as **“Whole-Time Director”** of the Company, designated as the **“Executive Director & Chief Executive Officer (Chemicals)”**, who would hold the office for a period commencing from April 1, 2027, to March 31, 2030, subject to approval of the Shareholders.

The Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed at their respective Meetings held on May 15, 2026, recommended and approved re-appointment of Mr. Vishal Sharma.

The Company has also received the consent from Mr. Vishal Sharma to act as the **“Whole Time Director”** 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.

The brief profile of Mr. Vishal Sharma 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 re-appointment of Mr. Vishal Sharma is as given below:

- a. The Whole Time Director 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 Director shall be entitled to receive remuneration as stated herein below.

This resolution does 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. This resolution, though Related Party Transaction under Listing Regulations and applicable accounting standards, is not material related party transaction.

The remuneration payable to Mr. Vishal Sharma 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 ₹2,00,00,000/- p.a. to ₹3,00,00,000/- 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 Director, the profitability of the Company and other relevant factors.

ii. Variable Pay and Incentives:

- a. Performance Linked Variable Remuneration (PLVR) 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 Profits or other parameters and other relevant factors and having regard to the performance of the Director for each year, which shall be in the range of ₹2,50,00,000/- p.a. to ₹3,60,00,000/- 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).*
- b. Stock options/stock grants as per the prevailing schemes of the Company;
- c. Long Term Incentives as may be approved by the Board of Directors/Nomination & Remuneration Committee. The long-term incentive will be paid subject to the fulfilment of internal thresholds and parameters as determined by the Board or its Committee from time to time pertaining to the health of the business and the generated shareholder return.

iii. Flexible Compensation:

In addition to the Fixed Compensation and Variable Pay and Incentives, 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. 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 Director shall be in the range of ₹4,50,00,000/- p.a. to ₹6,00,00,000/- p.a., 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 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 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).

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 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 and / or Income Tax Act, 2025, 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 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 Director are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

In terms of 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 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 / Suitability:

Vishal Sharma is Executive Director and Chief Executive Officer – Chemicals of the Company and joined the Group in 2023. He is scaling the chemicals business and strengthening its global competitiveness, anchored in its purpose of crafting innovative chemistry for a sustainable future. He also serves as Chairperson of Astec LifeSciences Limited.

He brings 30 years of business experience, primarily in the specialty and process chemicals space, serving both industrial and institutional segments throughout his career. Vishal has lived and operated across five continents, in both developed and developing markets. He has led start-up businesses and is credited with multiple transformational and scale-up initiatives.

Prior to joining Godrej, Vishal spent a decade at Ecolab, leading businesses across Asia Pacific, India, the Middle East, and Africa. He also held leadership roles at Diversey and began his career with GE.

Vishal is driven by a strong focus on financial performance and is passionate about value creation for all stakeholders while growing individuals and teams. He believes in continuous improvement and drives a deep learning, coaching, and sharing leadership style. He is passionate about sustainability and is focused on driving innovations and solutions that aid sustainability in business operations and the environment, making the world a better place for future generations.

He is a keen observer of economic and geopolitical developments, with an active involvement in new initiatives. An avid reader, he provides thought leadership across various areas of business, especially on leadership and strategy.

He holds a postgraduate diploma in Management from IMDR Pune and a Bachelor's degree in Engineering from MIT Manipal.

2. Past Remuneration as Director:

During the Financial Year ended March 31, 2026, a remuneration of ₹9,23,04,118/- was paid to Mr. Vishal Sharma.

3. Remuneration Proposed:

Remuneration proposed to Mr. Vishal Sharma is in the basic scale shall be in the range of ₹2,00,00,000/- p.a. to ₹3,00,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits 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 Mr. Vishal Sharma, the remuneration proposed to be paid to him 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 Mr. Vishal Sharma, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

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

Other than Mr. Vishal Sharma, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board is of the view that the re-appointment of Mr. Vishal Sharma as a 'Whole Time Director' will be beneficial to the operations of the Company and the remuneration payable to him commensurate with his abilities and experience.

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 in **ITEM NO. 3** for the approval of the Members.

ITEM NO. 4

The Board of Directors had at its Meeting held on May 15, 2026, proposed to seek approval of the Members to raise or borrow funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, listed and / or unlisted, on private placement basis for an amount not exceeding ₹1,500 crore (Rupees One Thousand Five Hundred Crore Only) during 1 (One) year from the date of passing of the Special Resolution set out at Item No. 4 at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. The issue of these securities like NCDs / Bonds / Other Instruments work as a cost-effective source of borrowings. Your Company for its business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes, proposes to borrow or raise funds by issue of NCDs/ Bonds / Other Instruments on a private placement basis.

In terms of the requirements of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") as amended from time to time, a company that offers to make an invitation to subscribe to NCDs / Bonds / Other Instruments on a private placement basis, will be required to seek prior approval of its Members by way of a Special Resolution. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules framed thereunder, to enable the Company to offer or invite subscriptions for unsecured NCDs / Bonds / Other Instruments, listed and / or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding ₹1,500 crore (Rupees One Thousand Five Hundred Crore Only), during the period of 1(One) year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time. It is sought to also grant authority to the Board of Directors to determine the terms and conditions of the issue, including the issue price of the NCDs / Bonds / Other Instruments.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

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 out at **ITEM NO. 4** for approval of the Members.

ITEM NO. 5

The Board of Directors of the Company, based on recommendation of the Audit Committee, has re-appointed M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai, as the “Cost Auditors” of the Company for the Financial Year 2026-27, 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 15, 2026.

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 ₹5,32,000/- (Rupees Five Lakh Thirty Two Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Members.

Based on the certification received from the Cost Auditors, it may be noted that: -

- a. the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- b. their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- c. none of their Partners is in the whole-time employment of any Company; and
- d. they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in **ITEM NO. 5**.

The Board recommends passing of the **ORDINARY RESOLUTION** set forth in **ITEM NO. 5** for approval of the Members.

ITEM NO. 6

In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding Financial Years requires prior approval of the Members of the Company. Therefore, approval of the Members of the Company is sought as an enabling authorization, for making donation/ contribution pursuant to Section 181 of the Companies Act, 2013, enabling the Board of Directors and / or Managing Committee thereof to contribute, donate, subscribe or otherwise provide assistance from time to time to any bonafide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes for the welfare of the society at large, not directly relating to the business of the Company or the welfare of its employees, notwithstanding that such contribution

or donation are / may exceed the limit as mentioned in the Companies Act, 2013 or such other applicable laws for time being in force including any modification(s), re-enactment(s) and amendment(s) thereto.

The Members of the Company, at their 30th Annual General Meeting held on August 13, 2018, had approved a limit of ₹5 crore p.a. under Section 181 of the Companies Act, 2013 for making donations/ contributions to Charitable Trusts, etc. It is now proposed to increase this limit to ₹10 crore p.a. The Board of Directors, at its meeting held on May 15, 2026, recommended passing of the resolution as set out at Item No. 6 of the Notice.

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. 6**.

The Board recommends passing of the **ORDINARY RESOLUTION** set forth in **ITEM NO. 6** for approval of the Members.

ITEM NO. 7

In terms of the provisions of Section 186 of the Companies Act, 2013 (“**the Act**”), the Company is required to seek prior approval from the Members through a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

The Members of the Company had by way of Special Resolution passed through Postal Ballot on September 27, 2025, had granted approval to the Company to incorporate, acquire by way of subscription, purchase or otherwise, the securities of Godrej Investment Limited (**GINVL**), its wholly owned subsidiary, exceeding the limits set under Section 186 of the Act, up to an amount of ₹1,000 crore (Rupees One Thousand Crore Only) for further investment over and above the limit approved for divestment of entire equity stake held in Godrej Capital Limited, a subsidiary company, to Godrej Investment Limited.

The Company now proposes to further invest in GINVL up to an amount of ₹1,000 crore (Rupees One Thousand Crore Only) (“**additional proposed limit**”) as it considers it to be a strategic investment. The Company’s current investment in GINVL is as under:

Name of the Company	Total Investment (in ₹ crore)	Percentage of Holding (in %)	Number of Shares held	Investment limit available as per Shareholders Resolution Dated 27.09.2025 (₹ in crore)	Approval sought for additional proposed limit (₹ in crore)	Total available Limit post approval (₹ in crore)
				(a)	(b)	(a) + (b) = (c)
Godrej Investment Limited	3,912.79	100%	4,02,362	1,087.21 (valid till 26.09.2026)	1,000	2,087.21 (The investment limit of ₹1,087.21 crore is valid only till 26.09.2026)

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, (including any statutory modification(s) / amendment(s) / revision(s) thereof for time being in force) and as a good corporate governance practice to enable the Company to further invest / acquire by way of subscription, purchase or otherwise, the securities of GINVL, exceeding the limits set under Section 186 of the Act, up to an additional amount of ₹1,000 crore (Rupees One Thousand Crore Only). The proposed investment in GINVL has been approved by the Audit Committee of the Board of Directors at its Meeting held on May 15, 2026.

Mr. Mathew Eipe, Independent Director and Mr. Clement Pinto, Chief Financial Officer of the Company, are deemed to be interested in this Resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the said Resolution except to the extent of their respective shareholding, if any.

The Board recommends passing of the **SPECIAL RESOLUTION** set forth in **ITEM NO. 7** for approval of the Members.

Date and Place: May 15, 2026, Mumbai

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

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

Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT/RE-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	Mr. Vishal Sharma
Director Identification Number (DIN)	00085416
Date of Birth	19/05/1971
Age	55 years
Nationality	Indian
Date of appointment	May 1, 2024
Qualification	• Post-Graduate Diploma in Management from IMDR Pune, India • Bachelor's Degree in Engineering from MIT Manipal, India
Nature of expertise in specific functional area	Management, Leadership and Strategy
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	None
Brief Profile / Resume of the Director	Vishal Sharma is Executive Director and Chief Executive Officer – Chemicals of the Company and joined the Group in 2023. He is scaling the chemicals business and strengthening its global competitiveness, anchored in its purpose of crafting innovative chemistry for a sustainable future. He also serves as Chairperson of Astec LifeSciences Limited. He brings 30 years of business experience, primarily in the specialty and process chemicals space, serving both industrial and institutional segments throughout his career. Vishal has lived and operated across five continents, in both developed and developing markets. He has led start-up businesses and is credited with multiple transformational and scale-up initiatives. Prior to joining Godrej, Vishal spent a decade at Ecolab, leading businesses across Asia Pacific, India, the Middle East, and Africa. He also held leadership roles at Diversey and began his career with GE. Vishal is driven by a strong focus on financial performance and is passionate about value creation for all stakeholders while growing individuals and teams. He believes in continuous improvement and drives a deep learning, coaching, and sharing leadership style. He is passionate about sustainability and is focused on driving innovations and solutions that aid sustainability in business operations and the environment, making the world a better place for future generations. He is a keen observer of economic and geopolitical developments, with an active involvement in new initiatives. An avid reader, he provides thought leadership across various areas of business, especially on leadership and strategy.

Name of the Director	Mr. Vishal Sharma
Terms and Conditions of appointment	Mr. Vishal Sharma is being re-appointed as a 'Whole Time Director' of the Company, liable to retire by rotation, in terms of provision of Section 152 of the Companies Act, 2013. Further, Mr. Vishal Sharma is also being re-appointed as a 'Whole Time Director' of the Company, liable to retire by rotation, for a period commencing from April 1, 2027 till March 31, 2030. 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	Astec LifeSciences Limited [Chairperson & Additional (Non-Executive, Non-Independent) Director] as on the date of this Notice.
Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	None
Chairpersonships / Memberships of Committees held in Committees of Other Companies	None
Names of the listed entities from which she/he/Director has resigned in the past 3(Three) years	None
No. of shares held by Director:	14,936 (Fourteen Thousand Nine Hundred and Thirty-Six) Equity Shares.
Remuneration last drawn (in ₹) (during Financial Year 2025-26)	₹9,23,04,118/- (Rupees Nine Crore Twenty-Three Lakh Four Thousand One Hundred and Eighteen Only).
Remuneration sought to be paid	Please refer Explanatory Statement annexed to Notice of 38 th AGM.
Number of Meetings of the Board attended during the year (Financial Year 2025-26)	3 (Three)
Number of Meetings of the Board attended during the year (Financial Year 2026-27, i.e., up to May 15, 2026)	2(Two)