

Godrej Industries Limited
Regd. Office: Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400079. India.
Tel.: 91-22-2518 8010/8020/8030
Fax: 91-22-2518 8068/8063/8074
Website: www.godrejindustries.com

CIN: L24241MH1988PLC097781

Date: February 18, 2022

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051

Ref.: BSE Scrip Code No. "500164"

Ref.: "GODREJIND"

Debt Segment NSE:

NCD- GIL23 - ISIN: INE233A08022

NCD- GIL24 - ISIN: INE233A08030

NCD- GIL25 - ISIN: INE233A08048

NCD-GIL28 - ISIN: INE233A08055

Sub.: Postal Ballot Notice– Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated February 11, 2022, we are enclosing herewith the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members for the Special Resolutions as mentioned in the Postal Ballot Notice dated February 11, 2022.

The Postal Ballot Notice along with the Explanatory Statement, is being sent to the Members whose names have appeared in the Register of Members / Register of Beneficial Owners received from Computech Sharecap Limited, Registrar and Share Transfer Agents of the Company ("COMPUTECH") and the Depositories as on Friday, February 11, 2022 ("Cut-off date") and whose e-mail IDs are registered with the Company / Depositories, in accordance with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021 and General Circular no. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars").

In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to the Members. The e-voting facility will be available from **9:00 a.m. (IST) on Tuesday, February 22, 2022 to 5:00 p.m. (IST) on Wednesday, March 23, 2022**. The consolidated voting results of postal ballot and e-voting will be declared on or before **Friday, March 25, 2022**.

Members who have not registered their e-mail IDs are requested to register their e-mail IDs with COMPUTECH, by following the procedure provided in the Postal Ballot Notice dated February 11, 2022, on or before 5:00 p.m. (IST) on **Wednesday, March 23, 2022**, pursuant to which, the Member



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may receive on the e-mail id provided by the Member the Postal Ballot Notice along with the login ID and password for remote e-voting. In case of any queries, Members may send email to investor@godrejinds.com.

The copy of the said Notice of Postal Ballot is made available on the website of the Company, viz. www.godrejindustries.com and on the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

We request you to take the above on your record.

Thanking you,

Yours sincerely,

For Godrej Industries Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9817)

Encl: A/a





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 General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021 and General Circular no. 20/2021 dated December 8, 2021 (the **“MCA Circulars”**) issued by the Ministry of Corporate Affairs 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 by way of Special Resolutions for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the requirements of the MCA Circulars, 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 Forms 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 Friday, February 11, 2022, approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions and the explanatory statement thereto are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot 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 Tuesday, February 22, 2022 to 5:00 p.m. (IST) on Wednesday, March 23, 2022. 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, Friday, February 11, 2022, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice(s).

Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership no. FCS 7132) or failing him Mr. Ashok Ramani, Practicing Company Secretary (Membership no. FCS 6808) of M/s. A. N. Ramani & Co., Company Secretaries have been appointed as the Scrutinizers to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman after completion of the e-voting and scrutiny of Postal Ballot Forms. The combined results of the e-voting and Postal Ballot will be declared on or before Friday, March 25, 2022. 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 RESOLUTIONS ARE AS BELOW - SPECIAL BUSINESS:

1. APPROVAL FOR FURTHER INVESTMENT OF UPTO ₹2,000 CRORE (RUPEES TWO THOUSAND CRORE) IN GODREJ PROPERTIES LIMITED

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 Shareholders on December 18, 2019 and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("**the Act**") and the Rules framed thereunder including Schedules thereto, and the other applicable provisions, if any of the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) / amendment(s) / revision(s) thereof or any other law, as may be applicable) and/or any other approvals, as may be required, the consent of the Members be and is hereby accorded to the Company to further acquire the securities of Godrej Properties Limited by way of subscription / purchase or otherwise, upto a sum of ₹2,000 Crore (Rupees Two Thousand Crore) ("**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 Godrej, Chairman & Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Nitin Nabar, Executive Director & President (Chemicals) and Mr. Clement Pinto, Chief Financial Officer, be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment, including 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 hereinabove in case of divestment, transfer or sale of investment, as the case may be, be restored to the sanctioned limits."

2. APPROVAL FOR FURTHER INVESTMENT OF UPTO ₹500 CRORE (RUPEES FIVE HUNDRED CRORE) IN GODREJ AGROVET LIMITED

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 Shareholders on March 26, 2020 and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("**the Act**") and the Rules framed thereunder including Schedules thereto, and the other applicable provisions, if any of the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) / amendment(s) / revision(s) thereof or any other law, as may be applicable) and/or any other approvals, as may be required, the consent of the Members be and is hereby accorded to the Company to further acquire the securities of Godrej Agrovvet Limited by way of subscription / purchase or otherwise, upto a sum of

₹500 Crore (Rupees Five Hundred Crore) (“**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 Godrej, Chairman & Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Nitin Nabar, Executive Director & President (Chemicals) and Mr. Clement Pinto, Chief Financial Officer, be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment, including 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 hereinabove in case of divestment, transfer or sale of investment, as the case may be, be restored to the sanctioned limits.”

Date and Place: February 11, 2022, Mumbai

Registered Office:

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

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

Sd/-
Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9817)

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 (“the Companies Act / the Act”) in respect to the resolutions 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) on Friday, February 11, 2022 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 Friday, February 11, 2022 (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 resolutions 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., Friday, February 11, 2022. 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 should not vote by physical Postal Ballot also and vice-versa. However, in**

case Member cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated invalid.

5. E-voting will be available from 9:00 a.m. (IST) on Tuesday, February 22, 2022 to 5:00 p.m. (IST) on Wednesday, March 23, 2022. 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 Resolutions. Once the vote on a Resolution is casted 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 shares registered in the names of the Members as on Friday, February 11, 2022.
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Special Resolutions are not less than three times the number of votes cast against the Special Resolutions.
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 Friday, February 11, 2022 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 Wednesday, March 23, 2022. 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., Mr. Kalidas Vanjpe, c/o M/s. Computech Sharecap Limited, Unit: Godrej Industries Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai-400001, Maharashtra not later than 5:00 p.m. (IST) on Wednesday, March 23, 2022 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 on account of restrictions due to COVID-19 pandemic. The e-voting module shall also be disabled by CDSL for voting after the abovementioned 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 signatures 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 directions 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 light of the COVID-19 pandemic crisis and 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 appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on February 11, 2022, 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 and

Share Transfer Agents (RTA) (in case of Shares held in physical form).

12. Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their email addresses by writing to the Company's RTA, M/s. Computech Sharecap Limited with subject line "Request to update email id" at helpdesk@computechsharecap.in. Members are requested to submit request letter mentioning the Folio No. and Name of Member along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above mentioned Members, subject to receipt of the required documents and information from the Members.

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 the National Stock Exchange of India Limited (www.nseindia.com).

13. The result of voting on the Resolutions will be declared on or before Friday, March 25, 2022 and will also be displayed on the website of the Company (www.godrejindustries.com) besides being communicated to the Stock Exchanges.

14. **E-voting Instructions:**

The voting period begins on **Tuesday, February 22, 2022** at 9:00 a.m. (IST) and will end on **Wednesday, March 23, 2022** 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., **Friday, February 11, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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 circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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.

Pursuant to aforesaid SEBI Circular, Login method 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	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on “Login” icon and select “New System Myeasi”. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, Member will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) Members who are already registered for NSDL IDeAS facility, may please visit the e-Services website of NSDL. 2) Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 3) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 4) 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. 5) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 6) Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting vote during the remote e-Voting period. 7) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	8) Visit the e-Voting website of NSDL. <ul style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. Members will have to enter User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, Member will be redirected to NSDL Depository site wherein Member can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected 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	1) Members can also login using the login credentials of their demat account through 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 redirected 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 redirected to e-Voting service provider website for casting 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 abovementioned website.

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

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

Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders:**

- i. The Members should log on to the e-voting website www.evotingindia.com.
- ii. Click on **“Shareholders”**.
- iii. Now Enter your User ID:
 - a. **For CDSL:** 16 digits beneficiary ID;
 - b. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- iv. Next enter the Image Verification as displayed and Click on **“LOGIN”**.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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 your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (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 your password with any other person and take utmost care to keep your 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** on which you choose to vote.
- xi. On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- xii. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- xiv. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- xv. You 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 & enter the details as prompted by the system.
- xvii. **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as **“Corporates”**.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

15. 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.
16. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
17. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
18. The Scrutinizer's decision on the validity of the Postal Ballot voting shall be final.

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

ITEM NO 1 - APPROVAL FOR FURTHER INVESTMENT OF UPTO ₹2,000 CRORE (RUPEES TWO THOUSAND CRORE) IN GODREJ PROPERTIES LIMITED

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 December 18, 2019, had granted approval to the Company to acquire by way of subscription, purchase or otherwise, the securities of Godrej Properties Limited (GPL), its subsidiary, exceeding the limits set under Section 186 of the Act, upto an amount of ₹750 Crore (Rupees Seven Hundred and Fifty Crore) in addition to the investments already made or to be made in terms of the sanctioned limits. The Company proposes to further invest in GPL upto an amount of ₹2,000 Crore (Rupees Thousand Crore) ("**additional proposed limit**") as it considers it to be a strategic investment. GPL is in the business of real estate development. The Company's current investment in GPL is as under.

Name of the Company	Total Investment (₹ in Crore)	Percentage of holding (%)	Limit available (Shareholder Resolution dated December 18, 2019) (₹ in Crore)	Approval sought for additional proposed limit (₹ in Crore)	Total available limit post approval (₹ in Crore)
			(a)	(b)	(a)+(b)= (c)
Godrej Properties Limited	1,761.04	47.29%	15.76	2,000	2,015.76

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 modifications(s) / amendment(s) / revision(s) thereof for time being in force) to enable the Company to further invest / acquire by way of subscription, purchase or otherwise, the securities of GPL, exceeding the limits set under Section 186 of the Act, upto an amount of ₹2,000 Crore (Rupees Two Thousand Crore).

The proposed investment in GPL has been approved by the Audit Committee of the Board of Directors of its Meeting held on February 11, 2022.

The extent of the shareholding interest in GPL of the Promoter and Promoter Group of the Company as on December 31, 2021 in this Resolution is as under:

Name	Shareholding % in GPL
Rishad Khaikhushru Naoroji	0.00 (Negl. %)
Nadir Godrej	0.00 (Negl. %)
Nisaba Godrej	0.00 (Negl. %)
Raika Godrej	0.00 (Negl. %)
Nyrika Holkar	0.00 (Negl. %)
Pirojsha Godrej	0.00 (Negl. %)
Navroze Godrej	0.00 (Negl. %)
Tanya Dubash	0.00 (Negl. %)
Godrej & Boyce Mfg. Co. Ltd	3.83
Innovia Multiventures Private Limited	2.68
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Family Trust)	0.69
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Children Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of HNG Family Trust)	0.06
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of The Raika Godrej Family Trust)	0.00 (Negl. %)
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of JNG Family Trust)	0.00 (Negl. %)

Name	Shareholding % in GPL
Nisaba Godrej and Pirojsha Godrej (Trustees of NG Children Trust)	0.00 (Negl. %)
Nisaba Godrej and Pirojsha Godrej (Trustees of NG Family Trust)	0.06
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of NBG Family Trust)	0.00 (Negl. %)
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Children Trust)	0.00 (Negl. %)
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Family Trust)	0.69
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Navroze Lineage Trust)	0.75
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of NJG Family Trust)	0.00 (Negl. %)
Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees of VMC Family Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Family Trust)	0.06
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Successor Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Burjis Godrej (Trustees of BNG Lineage Trust)	0.00 (Negl. %)
Pirojsha Godrej and Nisaba Godrej (Trustees of PG Family Trust)	0.06
Pirojsha Godrej and Nisaba Godrej (Trustees of PG Children Trust)	0.00 (Negl. %)
Pirojsha Godrej and Nisaba Godrej (Trustees of PG Lineage Trust)	0.00 (Negl. %)
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of PJG Family Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of RNG Family Trust)	0.00 (Negl. %)
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Raika Lineage Trust)	0.69
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of RJG Family Trust)	0.00 (Negl. %)
Tanya Dubash and Pirojsha Godrej (Trustees of TAD Children Trust)	0.00 (Negl. %)
Tanya Dubash and Pirojsha Godrej (Trustees of TAD Family Trust)	0.06
Adi Godrej, Tanya Dubash, Nisaba Godrej and Pirojsha Godrej (Trustees of ABG Family Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Sohrab Godrej (Trustees of SNG Lineage Trust)	0.00 (Negl. %)
Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees of SGC Family Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Successor Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Family Trust)	0.06
Rishad Kaikhushru Naoroji & others (Partners of RKN enterprises)	1.43
Freyan Crishna Bieri	0.06

Negl. = Negligible

Mr. Nadir Godrej, Mr. Jamshyd Godrej and Ms. Tanya Dubash, Directors 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 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. 1** for approval of the Members.

ITEM NO 2 - APPROVAL FOR FURTHER INVESTMENT OF UPTO ₹500 CRORE (RUPEES FIVE HUNDRED CRORE) IN GODREJ AGROVET LIMITED

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 has by way of Special Resolution passed through Postal Ballot on March 26, 2020, had granted approval to the Company to acquire by way of subscription, purchase or otherwise, the securities of Godrej Agrovet Limited (GAVL), its subsidiary, exceeding the limits set under Section 186 of the Act, upto an amount of ₹500 Crore (Rupees Five Hundred Crore) in addition to the investments already made or to be made in terms of the sanctioned limits. The Company proposes to further invest in GAVL upto an amount of ₹500 Crore (Rupees Five Hundred Crore) ("**additional proposed limit**") as it

considers it to be a strategic investment. GAVL is a research & development backed agri-business Company. The Company's current investment in GAVL is as under:

Name of the Company	Total Investment (₹ in Crore)	Percentage of holding (%)	Limit available (Shareholder Resolution dated March 26, 2020) (₹ in Crore)	Approval sought for additional proposed limit (₹ in Crore)	Total available limit post approval (₹ in Crore)
			(a)	(b)	(a)+(b)= (c)
Godrej Agrovet Limited	810.37	62.47%	133.5	500	633.5

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 (including any statutory modifications(s) / amendment(s) / revision(s) thereof for time being in force) to enable the Company to further invest / acquire by way of subscription, purchase or otherwise, the securities of GAVL, exceeding the limits set under Section 186 of the Act, upto an amount of ₹500 Crore (Rupees Five Hundred Crore).

The above investment in GAVL has been approved by the Audit Committee of the Board of Directors of its Meeting held on February 11, 2022.

The extent of the shareholding interest in GAVL of the Promoter and Promoter Group of the Company as on December 31, 2021 in this Resolution is as under:

Name	Shareholding % in GAVL
Adi Godrej	0.00 (Negl. %)
Tanya Dubash	0.01
Nisaba Godrej	0.00 (Negl. %)
Pirojsha Godrej	0.22
Adi Godrej, Tanya Dubash, Nisaba Godrej and Pirojsha Godrej (Trustees of ABG Family Trust)	0.00 (Negl. %)
Tanya Dubash and Pirojsha Godrej (Trustees of TAD Family Trust)	0.44 %
Tanya Dubash and Pirojsha Godrej (Trustees of TAD Children Trust)	0.00 (Negl. %)
Nisaba Godrej and Pirojsha Godrej (Trustees of NG Family Trust)	0.45%
Nisaba Godrej and Pirojsha Godrej (Trustees of NG Children Trust)	0.00 (Negl. %)
Karla Bookman	0.10
Lana Godrej	0.04
Sasha Godrej	0.10
Pirojsha Godrej and Nisaba Godrej (Trustees of PG Family Trust)	0.00 (Negl. %)
Pirojsha Godrej and Nisaba Godrej (Trustees of PG Children Trust)	0.00 (Negl. %)
Pirojsha Godrej and Nisaba Godrej (Trustees of PG Lineage Trust)	0.00 (Negl. %)
Nadir Godrej	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of NBG Family Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of RNG Family Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Family Trust)	0.45 %
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Successor Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Burjis Godrej (Trustees of BNG Lineage Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Family Trust)	0.45 %
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Successor Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Sohrab Godrej (Trustees of SNG Lineage Trust)	0.00 (Negl. %)
Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of HNG Family Trust)	0.45%
Navroze Godrej	0.00 (Negl. %)
Raika Godrej	0.00 (Negl. %)

Name	Shareholding % in GAVL
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of The Raika Godrej Family Trust)	0.00 (Negl. %)
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of JNG Family Trust)	0.00 (Negl. %)
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of PJG Family Trust)	0.00 (Negl. %)
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Navroze Lineage Trust)	1.08%
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Raika Lineage Trust)	1.08 %
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of NJG Family Trust)	0.00 (Negl. %)
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of RJG Family Trust)	0.00 (Negl. %)
Freyan Crishna Bieri	0.00 (Negl. %)
Nyrika Holkar	0.00 (Negl. %)
Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of SGC Family Trust)	0.00 (Negl. %)
Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of VMC Family Trust)	0.00 (Negl. %)
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Family Trust)	1.08 %
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Children Trust)	0.00 (Negl. %)
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Family Trust)	1.08 %
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees NVC Children Trust)	0.00 (Negl. %)
Rishad Kaikhushru Naoroji and Others (Partners of RKN Enterprises)	2.16 %

Negl. = Negligible

Mr. Nadir Godrej, Mr. Jamshyd Godrej and Ms. Tanya Dubash, Directors 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 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. 2** for approval of the Members.

Date and Place: February 11, 2022, Mumbai

Registered Office:

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

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

Sd/-
Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9817)

ENCL.:

Postal Ballot Form.

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**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 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 Resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated February 11, 2022, by conveying my / our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Special Resolution - Approval for further investment of upto ₹2,000 Crore (Rupees Two Thousand Crore) in Godrej Properties Limited			
2	Special Resolution - Approval for further investment of upto ₹500 Crore (Rupees Five Hundred Crore) in Godrej Agrovet Limited			

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
220217010		

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)
Friday, February 11, 2022	9:00 a.m. (IST) on Tuesday, February 22, 2022	5:00 p.m. (IST) on Wednesday, March 23, 2022

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 Friday, February 11, 2022. 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 may complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer, Mr. Kalidas Vanjpe, c/o M/s. Computech Sharecap Limited, Unit: Godrej Industries Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai - 400001, 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 on account of restrictions due to COVID-19 pandemic.
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 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 resolutions 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 Wednesday, March 23, 2022. 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 other 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 Resolutions proposed to be passed by Postal Ballot may be sent to investor@godrejind.com.
14. The Result of voting on the resolutions 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.
