

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: May 23, 2024

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

Ref.: BSE Scrip Code No. "500164"

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

Ref.: "GODREJIND"
Debt Segment NSE

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 the Outcome of the Board Meetings filed on February 9, 2024 and May 17, 2024, we are enclosing herewith the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members on the Resolutions as mentioned in the Postal Ballot Notice dated May 17, 2024.

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, May 17, 2024 ("Cut-off date") and whose E-mail IDs are registered with the Company / Depositories, in accordance with various Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time.

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 Sunday, May 26, 2024, to 5:00 p.m. (IST) till Monday, June 24, 2024.** The consolidated voting results of postal ballot and e-voting will be declared on or before **Wednesday, June 26, 2024.**

Members who have not registered their E-mail IDs are requested to register their E-mail IDs with Computech Sharecap Limited, Registrar and Share Transfer Agent / Depositories by following the procedure provided in the Postal Ballot Notice dated May 17, 2024, on or before 5:00 p.m. (IST) on **Monday, June 24, 2024,** pursuant to which, the Member may receive the Postal Ballot Notice along with the Login ID and Password for remote e-voting, on the E-mail ID provided by the Member. In case of any queries, Members may send e-mail to investor@godrejinds.com.



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Website: www.godrejindustries.com

CIN: L24241MH1988PLC097781

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, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) 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 **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 Meetings held on February 9, 2024 and May 17, 2024, respectively, have 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 is 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 Sunday, May 26, 2024, to 5:00 p.m. (IST) on Monday, June 24, 2024**. 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, May 17, 2024, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

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. LLP, 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 Wednesday, June 26, 2024. 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. TO APPROVE APPOINTMENT OF MR. VISHAL SHARMA (DIN: 00085416) AS DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and 161 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for the time being in force) and upon recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vishal Sharma (DIN: 00085416), who was appointed as 'Additional Director' of the Company with effect from May 1, 2024, and who is eligible for appointment as a 'Director' and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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."

2. APPROVAL FOR APPOINTMENT OF AND REMUNERATION PAYABLE TO MR. VISHAL SHARMA AS A "WHOLE TIME DIRECTOR" OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 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 appointment of Mr. Vishal Sharma (DIN: 00085416) as "Whole Time Director" [*designated as the "Executive Director & Chief Executive Officer (Chemicals)"*] of the Company, liable to retire by rotation, with effect from May 1, 2024 upto March 31, 2027.

RESOLVED FURTHER THAT the approval of Members of the Company be and is hereby accorded to the appointment of and terms of remuneration payable to, including increase in remuneration and / or waiver of refund of excess remuneration and / or the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of 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 starting from May 1, 2024 to March 31, 2027, 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 appointment in such manner as may be agreed between the 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 authorised to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, agreements, applications, documents and writings that may be required, for and on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

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."

3. **APPROVAL FOR INVESTMENT IN CLEAN MAX KAZE PRIVATE LIMITED / CLEAN MAX ENVIRO ENERGY SOLUTIONS PRIVATE LIMITED OR ANY OTHER ENTITY, IN ACCORDANCE WITH GUJARAT RENEWAL ENERGY POLICY 2023**

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

"RESOLVED THAT upon recommendations and approvals granted by the Audit Committee and the Board of Directors at their respective Meetings held on May 17, 2024 and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("**the Act**") and the Rules framed thereunder including Schedules thereto, and 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 Members be and is hereby accorded to acquire the securities of Clean Max Kaze Private Limited / Clean Max Enviro Energy Solutions Private Limited or any other entity and / or any other body corporate(s), for setting up Renewable Energy Project, in connection to Gujarat Renewal Energy Policy, 2023, way of subscription / purchase or otherwise, up to a sum of ₹10 Crore (Rupees Ten Crore Only) ("**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 / Mr. Nadir B. Godrej, Chairman & Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Pirojsha Godrej, Director, Mr. Vishal Sharma, Executive Director & Chief Executive Officer (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.

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)/Bank and they be requested to act accordingly.”

Date and Place: May 17, 2024, 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, May 17, 2024, 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, May 17, 2024 (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, May 17, 2024**. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
4. In compliance of the provisions of Sections 108 and 110 of the Act and Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited. The instructions for electronic voting are annexed to this Notice. **Members have an option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he / she / they should not vote by physical Postal Ballot Form also and vice-versa. However, in case Member casts their vote both via physical Postal Ballot Form and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot Form shall be treated invalid.**
5. E-voting will be available from **9:00 a.m. (IST) on Sunday, May 26, 2024, to 5:00 p.m. (IST) on Monday, June 24, 2024**. 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 cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on **Friday, May 17, 2024**.
8. Resolutions passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.
9. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are Members as on Friday, May 17, 2024 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 Monday, June 24, 2024. 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 - 400 001, Maharashtra, not later than 5:00 p.m. (IST) on Monday, June 24, 2024 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Company in no way would be responsible for late / no delivery of Postal Ballot Form. The e-voting module shall also be disabled by CDSL for voting after the above-mentioned time.
10. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the Member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen 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 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 Friday, May 17, 2024, 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).

Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above-mentioned Members, subject to receipt of the required documents and information from the Members.

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

12. The result of voting on the Resolutions will be declared on or before Wednesday, June 26, 2024, and will also be displayed on the website of the Company (www.godrejindustries.com) besides being communicated to the Stock Exchanges.

13. E-voting Instructions:

The voting period begins on **Sunday, May 26, 2024**, at 9:00 a.m. (IST) and will end on **Monday, June 24, 2024**, 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, May 17, 2024**, 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.

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

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

Type of Shareholders	Login Method
	<ul style="list-style-type: none"> • Click on Company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting vote during the remote e-Voting period. <p>2) If the Member is not registered for NSDL IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL.</p> <ul style="list-style-type: none"> • Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. • Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. • A new screen will open. 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 redirected 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 redirected to e-Voting service provider website for casting vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>1) Members can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2) After Successful login, Member will be able to see e-Voting option.</p> <p>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.</p> <p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

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

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

For Non-Individual Shareholders holding shares in Demat Form and Shareholders holding shares in Physical Form	
PAN	Enter 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 resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share password with any other person and take utmost care to keep the password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the 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 **“RESOLUTION FILE LINK”** if Members wish to view the entire Resolution details.
- xiii. After selecting the resolution, Members have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If Members wish to confirm their vote, click on **“OK”**, else to change the vote, click on **“CANCEL”** and accordingly modify their vote.
- xiv. Once Members **“CONFIRM”** their vote on the resolution, they will not be allowed to modify their vote.

- xv. Member can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- xvi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on **“Forgot Password”** and enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xviii. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as **“CORPORATES”** module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case Members have any queries or issues regarding e-voting from CDSL e-Voting System, they may write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at helpdesk.evoting@cdslindia.com / investor@godrejinds.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to 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 22 55 33.

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.
14. The last date for the receipt of duly completed Postal Ballot Forms and e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
 15. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
 16. A Member need not use all his / her / its vote(s) nor does he / she / it need to cast all his / her / its votes in the same way.
 17. The Scrutinizer's decision on the validity of the Postal Ballot voting shall be final.

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

Item Nos. 1 & 2: APPROVAL FOR APPOINTMENT OF AND REMUNERATION PAYABLE TO MR. VISHAL SHARMA AS A "WHOLE TIME DIRECTOR" OF THE COMPANY

Mr. Vishal Sharma was appointed as the "Chief Executive Officer- Designate" of Godrej Industries Limited - Chemicals ("**GIL Chemicals**") with effect from March 1, 2023, and thereafter he was appointed as the "Chief Executive Officer" of GIL Chemicals with effect from September 1, 2023.

The Nomination and Remuneration Committee and the Board of Directors of the Company have, vide resolutions passed at their respective Meetings on February 9, 2024, recommended and approved, the appointment of Mr. Vishal Sharma, Chief Executive Officer – GIL Chemicals, as a "Whole Time Director" [Additional Director (Executive, Non-Independent Director)] of the Company, to be designated as the "Executive Director & Chief Executive Officer (Chemicals)", who would hold the office from May 1, 2024, up to March 31, 2027, subject to approval of the Shareholders.

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

The Company has received notice in writing pursuant to Section 160 of the Act for appointment of Mr. Vishal Sharma as a "Director".

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 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 transactions.

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 ₹1,20,00,000/- p.a. to ₹2,10,00,000/- 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 not exceed ₹7,50,00,000/- p.a.
- (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 ₹4,50,00,000/- payable monthly; plus cars (including drivers salary, fuel, maintenance and other incidental expenses) plus housing (i.e. unfurnished residential accommodation OR House Rent Allowance at 85% of Basic Salary). In addition to the above, the Whole Time 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.

RESOLVED FURTHER THAT:

- 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 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- V. If at any time the Whole Time 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

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:

Particulars	FY 2023-24	FY 2022-23
Total Income	3,112.53	4,556.96
Expenditure other than Interest and Depreciation	2,645.78	3,767.80
Profit Before Interest, Depreciation and Tax	466.75	789.16
Interest (Net)	582.39	477.63
Profit Before Depreciation and Tax	(115.64)	311.53
Depreciation	86.88	78.96
Profit Before Tax	(202.52)	232.57
Provision for Tax	0	0
Provision for Deferred Tax	0	0
Net Profit	(202.52)	232.57

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 currently the Chief Executive Officer at Godrej Industries Limited (Chemicals). Vishal comes with 27 years of business experience, the majority of that in the Specialty and Process chemicals space, serving both Industrial and Institutional segments over his career. Vishal has lived and operated across five continents, in both developed and developing markets, in operational as well as strategic roles over his career. He has led start-up businesses and is credited with multiple transformational and scale up initiatives. Prior to his current role, Vishal spent 10 years with Ecolab Inc. leading businesses across Asia Pacific, India, Middle East and Africa. He spent 12 years with Diversey Inc. before that, in various countries, regional and global roles and a 4-year stint with GE at the start of his career.

Vishal is driven by a strong focus on financial performance and 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.

Vishal earned a post-graduate diploma in Management from IMDR Pune, and a bachelor's degree in engineering from MIT Manipal, both in India.

2) Past Remuneration as Director:

Not Applicable, since Mr. Vishal Sharma has been appointed as the Additional Director (Executive Non-Independent) with effect from May 1, 2024.

3) Remuneration Proposed:

Remuneration proposed to Mr. Vishal Sharma is in the basic scale of ₹1,20,00,000/- p.a. to ₹2,10,00,000/- 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 interest in various businesses directly and through its subsidiaries and associates. GIL including its subsidiaries and associates has presence in oleochemicals, property development, oil palm plantation, animal feeds and agroproducts, poultry, personal care and household care, etc. While GIL's investments in Group Companies are strategic investments, GIL does encash some of the value created from time to time by sale of such investments resulting in profits on sale of investments. This profit is to be necessarily excluded from the calculations for determining the net profits under Section 198 of the Companies Act, 2013 in order to ascertain the limit for overall maximum managerial remuneration. If GIL was allowed to consider such profits (e.g. profit on sale of investments), the Company may be well within its limit.
Steps taken or proposed to be taken for improvement:	
Expected increase in productivity and profits in measurable terms:	

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 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 aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **ORDINARY RESOLUTION** set out in **Item No. 1** and **SPECIAL RESOLUTION** as set out in **Item No. 2** for approval of the Members.

Item No. 3: APPROVAL FOR INVESTMENT IN CLEAN MAX KAZE PRIVATE LIMITED / CLEAN MAX ENVIRO ENERGY SOLUTIONS PRIVATE LIMITED OR ANY OTHER ENTITY, IN ACCORDANCE WITH GUJARAT RENEWAL ENERGY POLICY 2023

The Company is considering making investment in Clean Max Kaze Private Limited / Clean Max Enviro Energy Solutions Private Limited or any other entity, for setting up Renewable Energy Project, in accordance with Gujarat Renewal Energy Policy 2023, for using alternate Hybrid Renewable Power (Wind and Solar) at the Valia Factory of the Company situated at Gujarat.

This investment would help in having "Hybrid Sources of Energy" and also get lower rates as compared to the power grid.

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 Shareholders through a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate, if the limit of investment exceeds 60% of its paid-up share capital, free reserves and securities account or 100% of its free reserves and securities premium account, whichever is higher.

The proposed investment in this connection has been approved by the Board of Directors and the Audit Committee of the Board of Directors at their respective Meetings held on May 17, 2024.

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.

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. 3** for approval of the Members.

Date and Place: May 17, 2024, 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

ENCL.: Postal Ballot Form

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

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

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT

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

Name of the Director	Mr. Vishal Sharma
DIN	00085416
Date of Birth	19/05/1971
Age	53 years
Nationality	Indian
Date of first appointment as a Director	May 1, 2024
Qualifications	<ul style="list-style-type: none"> • <i>Post-Graduate Diploma in Management from IMDR Pune, India</i> • <i>Bachelor's Degree in Engineering from MIT Manipal, India</i>
Nature of expertise in specific functional area	Management, Leadership and Strategy
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company <i>inter-se</i>	None
Brief Profile / Resume of the Director	<p>Vishal Sharma is currently the Chief Executive Officer at Godrej Industries Limited (Chemicals). Vishal comes with 27 years of business experience, the majority of that in the Specialty and Process chemicals space, serving both Industrial and Institutional segments over his career. Vishal has lived and operated across five continents, in both developed and developing markets, in operational as well as strategic roles over his career. He has led start-up businesses and is credited with multiple transformational and scale up initiatives.</p> <p>Prior to his current role, Vishal spent 10 years with Ecolab Inc. leading businesses across Asia Pacific, India, Middle East and Africa. He spent 12 years with Diversey Inc. before that, in various countries, regional and global roles and a 4-year stint with GE at the start of his career.</p> <p>Vishal is driven by a strong focus on financial performance and 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.</p> <p>Vishal earned a post-graduate diploma in Management from IMDR Pune, and a bachelor's degree in engineering from MIT Manipal, both in India.</p>
Terms and Conditions of appointment	<p>Mr. Vishal Sharma is being appointed as a 'Whole Time Director' of the Company, liable to retire by rotation.</p> <p>The other terms and conditions of appointment form part of the Explanatory Statement to this Notice and as per the Nomination and Remuneration Policy of the Company.</p>
Directorship in Other listed entities	None

Directorship in Other Companies <i>(excluding Listed Entities, Foreign Companies and Section 8 Companies)</i>	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	None
Remuneration last drawn as Director (in ₹)	Not Applicable, since Mr. Vishal Sharma has been appointed as the Additional Director (Executive Non-Independent) with effect from May 1, 2024.
Remuneration sought to be paid	Please refer to the explanatory notes above.
Number of Meetings of the Board attended during the year (Financial Year 2023-24)	Not Applicable
Number of Meetings of the Board attended during the year (Financial Year 2024-25, i.e., up to May 17, 2024)	1 (One)

**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 Resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated May 17, 2024, 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	ORDINARY RESOLUTION- To approve appointment of Mr. Vishal Sharma (DIN: 00085416) as Director of the Company, liable to retire by rotation.			
2	SPECIAL RESOLUTION – Approval for appointment of and remuneration payable to Mr. Vishal Sharma as a “Whole Time Director” of the Company.			
3	SPECIAL RESOLUTION – Approval for investment in Clean Max Kaze Private Limited / Clean Max Enviro Energy Solutions Private Limited or any other entity, in accordance with Gujarat Renewal Energy Policy, 2023			

Place:**Date:**_____
Signature of Member/Authorised Signatory**Please see the instructions overleaf for filling the Postal Ballot Form****E-VOTING PARTICULARS**

EVS (E-Voting Sequence Number)	USER ID	PASSWORD
240521005		

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, May 17, 2024	9:00 a.m. (IST) on Sunday, May 26, 2024	5:00 p.m. (IST) on Monday, June 24, 2024

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, May 17, 2024. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
2. For E-voting, please refer the instructions under **"E-Voting Instructions"** in the Notice attached herewith.
3. A Member desirous of exercising vote by physical Postal Ballot Form may complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer, Mr. Kalidas Vanjpe, c/o M/s. Computech Sharecap Limited, Unit: **Godrej Industries Limited**, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, Maharashtra. Postage / Courier expenses for sending such physical postal ballot forms to the Scrutinizer will be borne by the Members. The Company in no way would be responsible for late / no delivery of Postal Ballot Form.
4. Alternatively, a member may vote through electronic mode as per instructions for E-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt for only one mode of voting, i.e., either by Physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by Physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of Joint Holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority Letter and attested specimen signature(s) of the duly authorised signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column **"FOR"** and dissent in the column **"AGAINST"** by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
9. The vote(s) of a Member will be considered invalid *inter alia* on any of the following grounds:
 - a. If a form other than the Postal Ballot Form issued by the Company is used;
 - b. If the Postal Ballot Form has not been signed by the Member or if the Member's signature does not tally with the specimen signature of the Company;
 - c. If the Member has put a tick mark (✓) in both the columns, that is, for **'Assent'** and also for **'Dissent'** to the resolution in such manner that the aggregate shares voted for **'Assent'** and **'Dissent'** exceed the total number of shares held;
 - d. If the Postal Ballot Form is incomplete or incorrectly filled;
 - e. If the Member has made any amendment to the resolution or imposed any condition while exercising his/her/their vote;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Monday, June 24, 2024. 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@godrejinds.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.
