

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

Dated: May 17, 2024

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

Sub.: Outcome of the Board Meeting

Pursuant to Regulations 30 and 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Schedule III to the Listing Regulations, as amended from time to time, this is to inform you that the Board of Directors of Godrej Industries Limited ("GIL / the Company"), at its Meeting held today, i.e., on Friday, May 17, 2024, *inter alia*, has approved / noted the following:

1. APPROVAL FOR RE-APPOINTMENT OF MS. TANYA DUBASH AS THE "WHOLE TIME DIRECTOR" TO BE DESIGNATED AS "EXECUTIVE DIRECTOR & CHIEF BRAND OFFICER" FOR A PERIOD OF 3 (THREE) YEARS STARTING FROM APRIL 1, 2025, UP TO MARCH 31, 2028.

Upon recommendation of the Nomination and Remuneration Committee of the Board of Directors, the Board of Directors have approved re-appointment of Ms. Tanya Dubash (DIN: 00026028) as the "**Whole Time Director**" of the Company, to be designated as "**Executive Director & Chief Brand Officer**" for a period of 3 (Three) years starting from April 1, 2025, up to March 31, 2028, subject to approval of Shareholders.

Further, Ms. Tanya Dubash is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as "**Annexure-A**".

2. APPROVAL FOR RE-APPOINTMENT OF MS. MONAZ NOBLE AS THE "INDEPENDENT DIRECTOR" OF THE COMPANY

Upon recommendation of the Nomination and Remuneration Committee of the Board of Directors, the Board of Directors have approved re-appointment of Ms. Monaz Noble (DIN: 03086192) as an "Independent Director" on the Board of Directors of the Company for a second term starting from May 1, 2025, up to April 30, 2030, subject to approval of the Shareholders.



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Further, Ms. Monaz Noble is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as “Annexure-A”.

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.

In terms of the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the approval granted by the Audit Committee of the Board of Directors, the Board of Directors have approved investment of up to ₹10 Crore (Rupees Ten Crore Only), by way of subscription / purchase or otherwise in Clean Max Kaze Private Limited / Clean Max Enviro Energy Solutions Private Limited or any other entity and / or any other body corporate(s), in accordance with Gujarat Renewal Energy Policy, 2023, notwithstanding that the aggregate of the investments so far made or to be made, in terms of the already sanctioned limits, exceeds the limits / will exceed the limits laid down by the Act, subject to the approval of the Shareholders of the Company.

4. APPROVAL OF ISSUE OF POSTAL BALLOT NOTICE DATED MAY 17, 2024

Pursuant to provisions of Section 110 of the Companies Act, 2013, and further to the Outcome of Board Meeting submitted on February 9, 2024, the Board considered and approved the Notice to be sent to Shareholders for obtaining approval on matters mentioned hereinbelow through the means of Postal Ballot:

- a) Approval for appointment of Mr. Vishal Sharma (DIN: 00085416) as Director of the Company, liable to retire by rotation.
- b) Approval for appointment of and remuneration payable to Mr. Vishal Sharma as a “Whole Time Director” designated as “Executive Director and Chief Executive Officer (Chemicals)” of the Company.
- c) 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.

Further, the Board of Directors have fixed the cut-off date for the purpose of determining the eligibility of Shareholders for voting on the resolution(s) proposed to be passed through Postal Ballot as **Friday, May 17, 2024.**



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5. ANNUAL GENERAL MEETING AND RELATED MATTERS:

The Board has considered and fixed the date of the 36th (Thirty Sixth) Annual General Meeting of the Company and approved matters related thereto as under:

- (i) In terms of various Circulars issued by the Ministry of Corporate Affairs read with various Circulars issued by the Securities and Exchange Board of India (SEBI), the Company will hold the 36th (Thirty Sixth) Annual General Meeting of the Shareholders of the Company on Tuesday, August 13, 2024, through Video Conferencing / Other Audio-Visual Means.
- (ii) The Register of Members and Share Transfer Books will remain closed from Tuesday, August 6, 2024 to Tuesday, August 13, 2024, (both days inclusive) for the purpose of the 36th (Thirty Sixth) Annual General Meeting.

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



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ANNEXURE A

Appointment of Director - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Disclosure Requirement	Ms. Tanya Dubash	Ms. Monaz Noble
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	The tenure of Ms. Tanya Dubash will end on March 31, 2025. The Board of Directors have approved the re-appointment of Ms. Tanya Dubash as “ Whole Time Director ” of the Company, to be designated as “ Executive Director and Chief Brand Officer ”, who would hold the office for a period of 3 (Three) years commencing from April 1, 2025, up to March 31, 2028, subject to approval of the Shareholders.	The tenure of Ms. Monaz Noble will end on April 30, 2025. The Board of Directors have approved the re-appointment of Ms. Monaz Noble as “ Independent Director ” of the Company, who would hold the office for a second term commencing from May 1, 2025, up to April 30, 2030, subject to approval of the Shareholders.
2.	Date of appointment/re- appointment/ cessation (as applicable) & term of appointment/re-appointment	Effective Date of Appointment- April 1, 2025 <i>(Subject to approval of shareholders).</i> Term of Appointment – April 1, 2025 to March 31, 2028	Effective Date of Appointment- May 1, 2025 <i>(Subject to approval of shareholders).</i> Term of Appointment – May 1, 2025 to April 30, 2030
3.	Brief Profile (in case of appointment)	Ms. Tanya Dubash serves as the Executive Director and Chief Brand Officer of Godrej Industries and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand. Tanya is a Director on the Boards of Godrej Industries Limited, Godrej Consumer Products Limited and Godrej Agrovet Limited. She also serves on the boards of Britannia, Escorts and India@75. She also served on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015. Tanya was a trustee of Brown University between 2012 and 2018 and on the Watson Institute Board of Overseers between 2013 and 2016. She continues to be member of the Brown India Advisory Council. Tanya was recognized by the World Economic Forum as	Ms. Monaz Noble is an accomplished finance leader with over 33 years of wide-ranging experience including on Board of listed MNC and Indian companies. She is on the Board of Ageas Federal Life Insurance Company Limited and Godrej Industries Limited as an Independent Director and as an Executive Director on the Board of Sandoz Private Limited. She works for Sandoz Private Limited as Global Competency Centre & Country Chief Financial Officer with effect from May 2023. As CFO Global Competency Centre (GCC) she is responsible to drive the finance agenda of Sandoz GCCs located at Hyderabad, Prague & Mexico and as Country CFO, she is responsible to build strong governance and finance community in India. Prior to joining Sandoz, she worked with Novartis, and in her last role was CFO of Novartis Global Service Centre, Hyderabad



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Sr. No.	Disclosure Requirement	Ms. Tanya Dubash	Ms. Monaz Noble
		<p>a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown University, and an alumna of the Harvard Business School.</p>	<p>responsible for strong financial leadership and governance. She joined Novartis India Limited in 2010 and progressed through roles of increasing responsibilities in treasury, taxation, statutory audited accounts, M&A, and board governance. She was CFO of Novartis India Limited from October, 2013 to June, 2019 responsible for providing the Board and Audit Committee with guidance relating to finance and corporate governance, investor relations along with compliance to the Companies Act, Listing Agreement etc. She has been on the Board of Novartis India Limited as Whole-Time Director from June, 2016 to May, 2019 and as Non-Executive Director from June, 2019 to November, 2022. Monaz has also worked with Cadbury India Limited where she was the Company Secretary and held various responsibilities in treasury, tax, integrated portfolio management, board governance, investor relations, financial planning and international business development. Monaz started her career with Godrej Soaps Limited as a management trainee where she worked in different capacities in the finance function. Throughout her career, she has led various M&A and legal entity structuring assignments, which has given her rich experience on the perspectives of regulators, management, and investors. She holds a Bachelor of Commerce Degree and Master of Management Studies with specialization in Finance from Mumbai University, India. She is also an Associate Member of The Institute of Company Secretaries of India and The Institute of Cost Accountants of India.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Ms. Tanya Dubash is daughter of Mr. Adi Godrej, Chairman Emeritus and sibling of Mr. Pirojsha Godrej, Director.	Ms. Monaz Noble is not related to any of the Directors of the Company.

