

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: February 9, 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:

NCD- GIL24 - ISIN: INE233A08105

NCD- GIL25 - ISIN: INE233A08097

NCD- GIL28 - ISIN: INE233A08055

NCD- GIL26 - ISIN: INE233A08071

NCD- GIL25A-ISIN: INE233A08063

NCD- GIL27 - ISIN: INE233A08089

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, 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, February 9, 2024, which concluded at 5:30 p.m. (IST) *inter alia*, has approved / noted the following:

1. APPROVAL FOR FURTHER INVESTMENT OF UPTO ₹900 CRORE (RUPEES NINE HUNDRED CRORE) IN GODREJ CAPITAL LIMITED, SUBSIDIARY COMPANY

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 further investment of upto ₹900 Crore (Rupees Nine Hundred Crore), by way of subscription / purchase or otherwise in Godrej Capital Limited, Subsidiary Company, 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.

2. APPROVAL OF ISSUE OF POSTAL BALLOT NOTICE DATED FEBRUARY 9, 2024

Pursuant to provisions of Section 110 of the Companies Act, 2013, the Board considered and approved the Notice to be sent to Shareholders for obtaining approval for agenda matter mentioned hereinabove in point no. 1, through the means of Postal Ballot.



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

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, February 9, 2024**.

3. APPROVAL OF APPOINTMENT OF AND REMUNERATION PAYABLE TO MR. VISHAL SHARMA AS “WHOLE TIME DIRECTOR” TO BE DESIGNATED AS “EXECUTIVE DIRECTOR & CHIEF EXECUTIVE OFFICER (CHEMICALS)” FOR A PERIOD FROM MAY 1, 2024 TO MARCH 31, 2027, SUBJECT TO APPROVAL OF THE SHAREHOLDERS

As a part of the Leadership Transition Plan and upon recommendation of the Nomination and Remuneration Committee of the Board of Directors, the Board of Directors of the Company at its Meeting held on February 9, 2024, have approved appointment of Mr. Vishal Sharma (DIN: 00085416) as the “**Whole Time Director**” [‘Additional Director’ (Executive, Non-Independent)] of the Company, to be designated as “**Executive Director & Chief Executive Officer (Chemicals)**”, with effect from May 1, 2024 to March 31, 2027, subject to approval of Shareholders.

Further, Mr. Vishal Sharma 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**”.

4. APPROVAL FOR RE-CONSTITUTION OF THE FOLLOWING COMMITTEES OF THE BOARD OF DIRECTORS WITH EFFECT FROM MAY 1, 2024

Consequent to change in the composition of the Board of Directors of the Company, the Board of Directors have approved the re-constitution of certain committees of the Board of Directors with effect from May 1, 2024, as under:

(i) AUDIT COMMITTEE:

Pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations, the Board of Directors has reconstituted the Audit Committee of the Board of Directors as under:

Sr. No	Name of the Member	Designation in the Committee
1.	Mr. Mathew Eipe, Independent Director	Chairperson
2.	Ms. Monaz Noble, Independent Director	Member
3.	Dr. Ganapati Yadav, Independent Director	Member
4.	Mr. Sandeep Murthy, Independent Director	Member
5.	Mr. Vishal Sharma, Whole Time Director	Member



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

(ii) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to Section 178 of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, the Board of Directors has reconstituted the Stakeholders' Relationship Committee of the Board of Directors as under:

Sr. No	Name of the Member	Designation in the Committee
1.	Mr. Mathew Eipe, Independent Director	Chairperson
2.	Mr. Nadir Godrej, Chairman and Managing Director	Member
3.	Ms. Tanya Dubash, Whole Time Director	Member
4.	Mr. Vishal Sharma, Whole Time Director	Member
5.	Ms. Shweta Bhatia, Independent Director	Member

(iii) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as may be amended from time to time, the Board of Directors has reconstituted the Corporate Social Responsibility (CSR) Committee of the Board of Directors as under:

Sr. No	Name of the Member	Designation in the Committee
1.	Mr. Nadir Godrej, Chairman and Managing Director	Chairperson
2.	Ms. Tanya Dubash, Whole Time Director	Member
3.	Mr. Vishal Sharma, Whole Time Director	Member
4.	Mr. Mathew Eipe, Independent Director	Member

(iv) RISK MANAGEMENT COMMITTEE:

In terms of the of Regulation 21 of the Listing Regulations, the Board of Directors have approved the reconstitution of the Risk Management Committee of the Board of Directors as under:

Sr. No	Name of the Member	Designation in the Committee
1.	Mr. Nadir Godrej, Chairman and Managing Director	Chairperson
2.	Mr. Vishal Sharma, Whole Time Director	Member



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

Sr. No	Name of the Member	Designation in the Committee
3.	Mr. Mathew Eipe, Independent Director	Member
4.	Dr. Ganapati Yadav, Independent Director	Member
5.	Mr. Clement Pinto, Chief Financial Officer	Member

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.: As above



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

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	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	<p>In line with the Company's leadership transition plan and considering the vast experience, expertise & performance of Mr. Vishal Sharma, the Board of Directors of the Company have approved appointment of Mr. Vishal Sharma as the "Whole-time Director" [Additional Director' (Executive, Non-Independent)] of the Company, to be designated as "Executive Director & Chief Executive Officer (Chemicals)", with effect from May 1, 2024 till March 31, 2027.</p> <p>Mr. Vishal Sharma was appointed as the "Chief Executive Officer- Designate" of 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.</p>
2.	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment	<p>Effective Date of Appointment- May 1, 2024 (<i>Subject to approval of shareholders</i>).</p> <p>Term of Appointment – May 1, 2024 to March 31, 2027</p>
3.	Brief Profile (in case of appointment)	<p>Vishal Sharma is currently the Chief Executive Officer at Godrej Industries Limited (Chemicals). Vishal comes with 27 years of business experience, majority of that in the Speciality and Process chemicals space, serving both Industrial and Institutional segments over his career.</p> <p>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</p>



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

		<p>Africa. He spent 12 years with Diversey Inc. before that, in various country, 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>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Vishal Sharma is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.

