

**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:** November 17, 2022

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:**  
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 the Outcome of the Board Meeting filed on November 14, 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 November 14, 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, November 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, General Circular no. 20/2021 dated December 8, 2021 and General Circular no. 3/2022 dated May 5, 2022, 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 Sunday, November 20, 2022, to 5:00 p.m. (IST) till Monday, December 19, 2022.** The consolidated voting results of postal ballot and e-voting will be declared on or before **Wednesday, December 21, 2022.**



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Tel.: 91-22-2518 8010/8020/8030  
Fax: 91-22-2518 8068/8063/8074  
Website: [www.godrejindustries.com](http://www.godrejindustries.com)

CIN: L24241MH1988PLC097781

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 November 14, 2022, on or before 5:00 p.m. (IST) on **Monday, December 19, 2022**, 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 email to [investor@godrejinds.com](mailto: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](http://www.godrejindustries.com) and on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://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](mailto:investor@godrejinds.com); **Website:** [www.godrejindustries.com](http://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 and General Circular No. 3/2022 dated May 5, 2022 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 (SS-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 Monday, November 14, 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 businesses 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, November 20, 2022 to 5:00 p.m. (IST) on Monday, December 19, 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, November 11, 2022, 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., 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, December 21, 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](http://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 ₹1,200 CRORE (RUPEES ONE THOUSAND TWO HUNDRED CRORE) IN GODREJ CAPITAL LIMITED, SUBSIDIARY COMPANY**

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

**"RESOLVED THAT** further to the Special Resolution passed by the Shareholders of the Company on March 24, 2021 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 Capital Limited, Subsidiary Company, by way of subscription / purchase or otherwise, up to a sum of ₹1,200 Crore (Rupees One Thousand Two Hundred Crore Only) ("**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. Pirojsha Godrej, Director, 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 INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** in supersession of the Special Resolution passed by the Members through Postal Ballot on March 24, 2021 and pursuant to the provisions of Section 180(1)(c) and the applicable provisions of the Companies Act, 2013 and the Companies (Meeting of the Board and its Powers) Rules, 2014 and the Rules framed thereunder ("**the Act**") [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force], the provisions contained in the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business (including but not limited to, for financing any capital or revenue requirements, new business

ventures or prospects) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company's bankers) and outstanding at any point of time shall not exceed a sum of ₹6,500 Crore (Rupees Six Thousand Five Hundred Crore Only) plus the paid-up capital, free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of the Act, the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), Facilities from Banks, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force.

**RESOLVED FURTHER THAT** the Management Committee of the Board of Directors and/or Mr. Nadir B. Godrej, Chairman and Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Pirojsha Godrej, Director, Mr. Nitin S. Nabar, Executive Director & President (Chemicals), and Mr. Clement Pinto, Chief Financial Officer ("Authorised Signatory(ies)") be and are hereby severally authorized to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings, to delegate all or any of the above powers to any Committee(s) of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution.

**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(s) and they be requested to act accordingly."

**3. TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF UNSECURED NON-CONVERTIBLE DEBENTURES (NCDs) / BONDS / OTHER INSTRUMENTS AGGREGATING TO ₹2,000 CRORE (RUPEES TWO THOUSAND CRORE) AND TO DELEGATE THE POWERS TO THE MANAGEMENT COMMITTEE IN THIS REGARD**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to all applicable laws and Regulations, including but not limited to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other laws, rules, regulations, guidelines, notifications, circulars as applicable, and subject to such approvals, consents, permissions and/or sanctions of the Central Government, Reserve Bank of India and BSE Limited, National Stock Exchange of India Limited ("Stock Exchanges") and any other appropriate authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution] to borrow or raise funds by issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, whether Listed and/or Unlisted ("Instruments"), on private placement basis, in one or more tranches, such that the total amount does not exceed ₹2,000 Crore (Rupees Two Thousand Crore Only), during a period of 1(One) year from the date of passing of this Special Resolution by the Members, with such ranking and seniority and on such terms and conditions as may be decided by the Board to such person(s), including one or more company(ies), body corporate(s), statutory corporation(s), commercial bank(s), systematically important non-banking financial company(ies), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/provident fund(s), individual(s) and such other person(s) eligible to invest in such Instruments [hereinafter collectively referred to as "Investors"], provided that such investors shall cumulatively not exceed 200 (Two Hundred) in number in any financial year, for such amount(s) as the Board may in its absolute discretion at any time hereafter determine,

and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

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

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

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

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

**RESOLVED FURTHER THAT** a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly."

**4. TO APPROVE INVESTMENT OF UP TO ₹5 CRORE (RUPEES FIVE CRORE) IN CONNECTION WITH AVAILING EXEMPTION OF ELECTRICITY DUTY, CROSS SUBSIDY CHARGE AND ADDITIONAL SURCHARGE WORKS UNDER GROUP CAPTIVE POWER SCHEME OF GUJARAT WIND SOLAR HYBRID POLICY, 2018**

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

**"RESOLVED THAT** 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 acquire the securities of AMP Energy C&I Two Private Limited or any other body corporate(s) by way of subscription / purchase or otherwise, up to a sum of ₹5 Crore (Rupees Five Crore Only) ("**proposed limit**"), in connection with availing exemption of Electricity Duty, Cross Subsidy charge and additional surcharge works under Group Captive Power Scheme of Gujarat Wind Solar Hybrid Policy, 2018, purchase of securities or otherwise, notwithstanding that the aggregate of the investments so far made or to be made in terms of the already sanctioned limits plus 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. Pirojsha Godrej, Director, 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: November 14, 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](http://www.godrejindustries.com)  
Email: [investor@godrejinds.com](mailto: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, November 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, November 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, November 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 (“**CDSL**”). 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 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, November 20, 2022 to 5:00 p.m. (IST) on Monday, December 19, 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, November 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.
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, November 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](http://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, December 19, 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 - 400 001, Maharashtra, not later than 5:00 p.m. (IST) on Monday, December 19, 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. 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 resolutions 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 Friday, November 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 postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., by submitting a duly filled up Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB /P/CIR/2021/655 dated November



3, 2021. 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](http://www.godrejindustries.com) and on the website of stock exchanges at BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

13. The result of voting on the Resolutions will be declared on or before Wednesday, December 21, 2022 and will also be displayed on the website of the Company ([www.godrejindustries.com](http://www.godrejindustries.com)) besides being communicated to the Stock Exchanges.

**14. E-voting Instructions:**

The voting period begins on **Sunday, November 20, 2022** at 9:00 a.m. (IST) and will end on **Monday, December 19, 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, November 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 (“SEBI Circular”) and the provisions contained 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 <b>CDSL Depository</b>	<p>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.</p> <p>The URL for Members to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>“Login”</b> icon and select <b>“New System Myeasi”</b>.</p> <p>2) After successful login the Easi / Easiest Member will be able to see the <b>“e-Voting”</b> option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the Member will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. 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.</p>

Type of shareholders	Login Method
	<p>3) If the Member is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “<b>Login</b>” icon and “<b>New System Myeasi</b>” tab and then click on “<b>Registration</b>” 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) Members who are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL.</p> <p>2) Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</p> <p>3) Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section.</p> <p>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.</p> <p>5) Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page.</p> <p>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.</p> <p>7) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>8) Visit the e-Voting website of NSDL.</p> <ul style="list-style-type: none"> <li>• Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>• Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section.</li> <li>• A new screen will open. Members will have to enter User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>• After successful authentication, Member will be redirected to NSDL Depository site wherein Member can see e-Voting page.</li> <li>• 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.</li> </ul>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<ol style="list-style-type: none"> <li>1) Members can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2) After Successful login, Member will be able to see <b>“e-Voting”</b> option.</li> <li>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.</li> <li>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.</li> </ol>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- i. The Members should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form other than individual shareholders and in Physical Form</b>	
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 <b>OR</b> 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 Resolutions and option **‘NO’** implies that you dissent to the Resolutions.
- xii. Click on the **“RESOLUTION FILE LINK”** if you wish to view the entire Resolutions details.
- xiii. After selecting the resolutions, 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 resolutions, 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. 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](http://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](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a “**Compliance User**” should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting from CDSL e-Voting System, you may write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) / [investor@godrejind.com](mailto:investor@godrejind.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, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at a toll free no. 1800 22 55 33.

15. 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.
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.

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

### **1. APPROVAL FOR FURTHER INVESTMENT OF UPTO ₹1,200 CRORE (RUPEES ONE THOUSAND TWO HUNDRED CRORE) IN GODREJ CAPITAL LIMITED, SUBSIDIARY COMPANY**

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 March 24, 2021, granted approval to the Company to acquire by way of subscription, purchase or otherwise, the securities of Godrej Capital Limited (GCL) (formerly known as Pyxis Holdings Limited), its subsidiary, exceeding the limits set under Section 186 of the Act, up to an amount of ₹1,500 Crore 10 Lakh (Rupees One Thousand Five Hundred Crore and Ten Lakh Only). The Company proposes to further invest in GCL up to an amount of ₹1,200 Crore (Rupees One Thousand Two Hundred Crore) ("**additional proposed limit**") as it considers it to be a strategic investment. GCL is a Core Investment Company and is the holding company of Godrej Housing Finance Limited and Godrej Finance Limited. GCL has been looking at expanding and diversifying its business activities. Given the potential within the financial services business and specifically in the lending business, the Company has incubated these business within GCL. GCL has been growing at a steady pace and has performed well across various parameters.

The Company's current investment in GCL is as under:

Name of the Company	Total Investment (₹ in Crore)	Percentage of holding (%)	Limit available (Shareholder Resolution dated March 24, 2021) (₹ in Crore)	Approval sought for additional proposed limit (₹ in Crore)	Total available limit post approval (₹ in Crore)
			(a)	(b)	(a)+(b)= (c)
Godrej Capital Limited	1,494.17	91.81%	5.93	1,200	1,205.93

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 GCL, exceeding the limits set under Section 186 of the Act, up to an amount of ₹1,200 Crore (Rupees One Thousand Two Hundred Crore).

The proposed investment in GCL has been approved by the Audit Committee of the Board of Directors at its Meeting held on November 14, 2022.

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

The Board 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.

### **2. APPROVAL FOR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

The Members vide Special Resolution passed through Postal Ballot on March 24, 2021, had enhanced the borrowing power of the Company under Section 180(1)(c) of the Companies Act, 2013 up to ₹4,500 Crore (Rupees Four Thousand Five Hundred Crore Only), over and above the paid-up capital and free reserves (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) of the Company. Considering the business requirements of the Company, it is proposed to increase the borrowing limits from ₹4,500 Crore (Rupees Four

Thousand Five Hundred Crore Only) to ₹6,500 Crore (Rupees Six Thousand Five Hundred Crore Only) over and above the paid-up capital, free reserves and securities premium of the Company in terms of provisions of Section 180(1)(c) of the Companies Act, 2013.

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

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 2** for approval of the Members.

**3. TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF UNSECURED NON-CONVERTIBLE DEBENTURES (NCDs) / BONDS / OTHER INSTRUMENTS AGGREGATING TO ₹2,000 CRORE (RUPEES TWO THOUSAND CRORE) AND TO DELEGATE THE POWERS TO THE MANAGEMENT COMMITTEE IN THIS REGARD**

The Board of Directors had at its Meeting held on November 14, 2022, proposed to seek approval of the Members to raise or borrow funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, listed and / or unlisted, on private placement basis for an amount not exceeding ₹2,000 Crore (Rupees Two Thousand Crore) during 1 (One) year from the date of passing of the Special Resolution set out at Item No. 3 at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. The issue of these securities like NCDs / Bonds / Other Instruments work as a cost-effective source of borrowings. Your Company for its business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes, proposes to borrow or raise funds by issue of NCDs/ Bonds / Other Instruments on a private placement basis.

In terms of the requirements of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") as amended from time to time, a company that offers to make an invitation to subscribe to NCDs / Bonds / Other Instruments on a private placement basis, will be required to seek prior approval of its Members by way of a Special Resolution. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules framed thereunder, to enable the Company to offer or invite subscriptions for unsecured NCDs / Bonds / Other Instruments, listed and / or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding ₹2,000 Crore (Rupees Two Thousand Crore), during the period of 1(One) year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time. It is sought to also grant authority to the Board of Directors / Management Committee to determine the terms and conditions of the issue, including the issue price of the NCDs / Bonds / Other Instruments.

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

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 3** for approval of the Members.

**4. TO APPROVE INVESTMENT OF UP TO ₹5 CRORE (RUPEES FIVE CRORE) IN CONNECTION WITH AVAILING EXEMPTION OF ELECTRICITY DUTY, CROSS SUBSIDY CHARGE AND ADDITIONAL SURCHARGE WORKS UNDER GROUP CAPTIVE POWER SCHEME OF GUJARAT WIND SOLAR HYBRID POLICY, 2018**

The Company is considering options to make investment in connection with availing exemption of Electricity Duty, Cross Subsidy charge and additional surcharge works under Group Captive Power Scheme of Gujarat Wind Solar Hybrid Policy, 2018. It is proposed to avail 1.7 MW power from Renewable Source.

One such company, AMP Energy C&I Two Private Limited ("AMP") is offering the facility under the Group Captive Power Scheme of Gujarat Wind Solar Hybrid Policy, 2018. For the Company to be a part of this Scheme, it is felt necessary to invest upto ₹5 Crore (Rupees Five Crore) in the Securities of the JV set up for providing electricity under the Group Captive Power Scheme. Due to exemption of Electricity Duty, Cross Subsidy Charge and additional surcharge under the Scheme, the Company could benefit by this cost saving.

This investment will help in having “Green Power” and also get lower rates as compared to the power grid and 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 invest / acquire by way of subscription, purchase or otherwise, the securities of said company / such other body corporate(s), exceeding the limits set under Section 186 of the Act, up to an amount of ₹5 Crore (Rupees Five Crore).

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 proposed investment in this connection has been approved by the Audit Committee of the Board of Directors at its Meeting held on November 14, 2022.

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. 4** for approval of the Members

**Date and Place: November 14, 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](http://www.godrejindustries.com)  
Email: [investor@godrejinds.com](mailto: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**



**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](mailto:investor@godrejinds.com); **Website:** [www.godrejindustries.com](http://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 November 14, 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	<b>SPECIAL RESOLUTION –</b> Approval for further investment of up to ₹1,200 Crore (Rupees One Thousand Two Hundred Crore) in Godrej Capital Limited, Subsidiary Company			
2	<b>SPECIAL RESOLUTION –</b> Approval for increase in Borrowing Powers of the Company under Section 180 (1)(c) of the Companies Act, 2013			
3	<b>SPECIAL RESOLUTION –</b> To approve raising of funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / other instruments aggregating to ₹2,000 Crore (Rupees Two Thousand Crore) and to delegate the powers to the Management Committee in this regard.			
4	<b>SPECIAL RESOLUTION –</b> To approve investment of up to ₹5 Crore (Rupees Five Crore) in connection with availing exemption of Electricity Duty, Cross Subsidy Charge and Additional Surcharge Works under Group Captive Power Scheme of Gujarat Wind Solar Hybrid Policy, 2018.			

**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
221115002		

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, November 11, 2022	9:00 a.m. (IST) on Sunday, November 20, 2022	5:00 p.m. (IST) on Monday, December 19, 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, November 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 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 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 Monday, December 19, 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](mailto: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](http://www.godrejindustries.com)) besides being communicated to the Stock Exchanges.

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