

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: August 25, 2025

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.: Postal Ballot Notice – Disclosure under Regulations 30 and 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to provisions of Regulations 30 and 51 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 August 13, 2025, 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 August 13, 2025.

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, August 22, 2025 ("**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 Friday, August 29, 2025, to 5:00 p.m. (IST) on Saturday, September 27, 2025.** The consolidated voting results of postal ballot and e-voting will be declared on or before **Monday, September 29, 2025.**

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 August 13, 2025, on or before 5:00 p.m. (IST) on **Saturday, September 27, 2025,** 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



Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)



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, General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024, 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 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 Form 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 August 13, 2025, 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 Friday, August 29, 2025, to 5:00 p.m. (IST) on Saturday, September 27, 2025**. 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, August 22, 2025**, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Mr. Puneet Motwani, Practicing Company Secretary, (Membership No. A38530) or failing him Mr. Nilesh Shah, Practicing Company Secretary (Membership No. FCS 4554) of M/s. Nilesh Shah & Associates, Company Secretaries, have been appointed as the Scrutinizer(s) to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson / any other Director / Key Managerial Personnel as may be authorized by the Board of Directors 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 Monday, September 29, 2025. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act, 2013 and applicable Rules framed thereunder. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., www.godrejindustries.com immediately after the Results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

PROPOSED RESOLUTIONS ARE AS BELOW - SPECIAL BUSINESS:

1. **APPROVAL FOR INVESTMENT OF UP TO ₹4,000 CRORE (RUPEES FOUR THOUSAND CRORE ONLY) IN GODREJ FS LIMITED OR SUCH OTHER NAME AS MAY BE APPROVED BY MINISTRY OF CORPORATE AFFAIRS, A WHOLLY OWNED SUBSIDIARY OF GODREJ INDUSTRIES LIMITED ("GIL") TO BE INCORPORATED FOR ACQUISITION OF THE GIL'S ENTIRE STAKE IN GODREJ CAPITAL LIMITED, SUBSIDIARY COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, and the applicable provisions, Rules and Schedules, if any [including any statutory modification(s) / amendment(s) / revision(s) / re-enactment(s) thereof] or any other law, as may be applicable (hereinafter referred to as "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, and upon recommendation and approval of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the Company to acquire the securities in Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly-owned subsidiary of the Company for acquisition of the Company's entire stake in Godrej Capital Limited, a subsidiary company, a related party, aggregating to total investments of upto ₹ 4,000 Crore (Rupees Four Thousand Crore Only) ("**the sanctioned limit**"), notwithstanding that the aggregate of the investments so far made or to be made in terms of the already sanctioned limits plus the additional proposed limit exceeds the limit of 60% (Sixty per cent) of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% (One hundred per cent) of the Free Reserves and Securities Premium Account of the Company, whichever is higher, as laid down by the Companies Act, 2013.

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. Vishal Sharma, Executive Director & Chief Executive Officer (Chemicals), Mr. Pirojsha Godrej, Director, Ms. Nisaba Godrej, Director 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 necessary, subject to the requisite approval of any regulatory authorities, as the case may be, in respect of the above mentioned investment and to delegate all or any of the above powers to any Committee 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, including deciding 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 herein above 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) and they be requested to act accordingly."

2. APPROVAL FOR FURTHER INVESTMENT OF UP TO ₹1,000 CRORE (RUPEES ONE THOUSAND CRORE ONLY) IN GODREJ FS LIMITED OR SUCH OTHER NAME AS MAY BE APPROVED BY MINISTRY OF CORPORATE AFFAIRS, A WHOLLY OWNED SUBSIDIARY COMPANY FOR FURTHER INVESTMENT IN ITS SUBSIDIARIES

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, and the applicable provisions, Rules and Schedules, if any [including any statutory modification(s) / amendment(s) / revision(s) / re-enactment(s) thereof] or any other law, as may be applicable (hereinafter referred to as “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 and upon recommendation and approval of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the Company to further acquire additional securities in Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly-owned subsidiary of the Company by way of subscription / purchase or otherwise, up to an additional sum of ₹1,000 Crore (Rupees One Thousand Crore Only) (**“the 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 B. Godrej, Chairman and Managing Director, Ms. Tanya Dubash, Executive Director & Chief Brand Officer, Mr. Vishal Sharma, Executive Director & Chief Executive Officer (Chemicals), Mr. Pirojsha Godrej, Director, Ms. Nisaba Godrej, Director 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 necessary, subject to the requisite approval of any regulatory authorities, as the case may be, in respect of the above mentioned investment and to delegate all or any of the above powers to any Committee 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, including deciding 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 herein above 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) and they be requested to act accordingly.”

3. MATERIAL RELATED PARTY TRANSACTIONS WITH GODREJ FS LIMITED OR SUCH OTHER NAME AS MAY BE APPROVED BY MINISTRY OF CORPORATE AFFAIRS, A WHOLLY OWNED SUBSIDIARY OF GODREJ INDUSTRIES LIMITED (“GIL”) TO BE INCORPORATED AND FOR DIVESTMENT OF EQUITY STAKE IN GODREJ CAPITAL LIMITED, SUBSIDIARY COMPANY.

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [“SEBI Listing Regulations”], other applicable provisions under the Companies Act, 2013 and rules made thereunder [“Act”] including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and any other Laws, Rules and Regulations as may be applicable to the Company, [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force], and on recommendation and approval of the Audit Committee and the Board of Directors approval of the Members be and is hereby accorded:

- A. for divestment of entire equity stake held in Godrej Capital Limited, a subsidiary company, to Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly-owned subsidiary of the Company, to be incorporated, a related party, aggregating to an amount not exceeding ₹4,000 Crore (Rupees Four Thousand Crore Only), on such terms and conditions as may be agreed between the Company and GFSL, at arm's length and in the ordinary course of business as per details provided in the Explanatory Statement, and with authority to the Board to alter the said terms and conditions in such manner as may be agreed to between the Company and GFSL in the best interest of the Company subject to the limits approved by the Members.
- B. for further investment up to an amount of ₹1,000 Crore (Rupees One Thousand Crore Only) in GFSL over and above the total available limit for investment i.e., ₹4,000 Crore (Rupees Four Thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors / Management Committee of the Board of Directors, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, finalizing and executing necessary documents, including agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/Regulatory Authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors / Management Committee of the Board of Directors, except the interested Directors as mentioned in the Explanatory Statement to this Resolution, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, 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) and they be requested to act accordingly."

Date and Place: August 13, 2025, 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/-
Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)**

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, August 22, 2025, 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, August 22, 2025 (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, August 22, 2025**. 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 Friday, August 29, 2025, to 5:00 p.m. (IST) on Saturday, September 27, 2025**. 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, August 22, 2025**.
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, August 22, 2025, 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 Saturday, September 27, 2025. 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. Puneet Motwani, 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 Saturday, September 27, 2025, 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, August 22, 2025, 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 Monday, September 29, 2025, 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 **Friday, August 29, 2025**, at 9:00 a.m. (IST) and will end on **Saturday, September 27, 2025**, 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, August 22, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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, 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 “My Easi New (Token)” “Tab” 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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. • 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.

Type of Shareholders	Login Method
	<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. • For OTP based login, Members can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Members will have to enter 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-Voting page. Click on Company name or E-Voting Service Provider name, the page will be re-directed 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 21 09911.
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.com 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).

- vi. 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.

- 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 21 09911.

FOR MEMBERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- 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.
 - For Demat Shareholders** - Please update your email id & mobile number with your respective Depository Participant (DP).
 - 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 NO. 1: APPROVAL FOR INVESTMENT OF UP TO ₹ 4,000 CRORE (RUPEES FOUR THOUSAND CRORE ONLY) IN GODREJ FS LIMITED OR SUCH OTHER NAME AS MAY BE APPROVED BY MINISTRY OF CORPORATE AFFAIRS, A WHOLLY OWNED SUBSIDIARY OF GODREJ INDUSTRIES LIMITED ("GIL") TO BE INCORPORATED FOR ACQUISITION OF THE GIL'S ENTIRE STAKE 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 **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.

Godrej Industries Limited ("**GIL / the Company**") is looking at expanding and diversifying its business activities. It believes that there is strong potential for financial services business in our country with a decent return on investments.

Accordingly, the Company proposes to invest in an entity to be incorporated as its wholly-owned subsidiary with the name 'Godrej FS Limited' or such other name as may be approved by Ministry of Corporate Affairs (hereinafter referred to as the "**GFSL**"), up to an amount of ₹4,000 Crore (Rupees Four Thousand Crore Only) which will be utilized by GFSL for acquisition of GIL's entire stake in Godrej Capital Limited ("**GCL**"), subsidiary company, from GIL. Thus, the money shall return to GIL and will not stay invested and accordingly, the same is not a further or additional new investment.

Consequently, 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 modification(s) / amendment(s) / revision(s) thereof for time being in force) to enable GIL to invest in the securities of GFSL, exceeding the limits set under Section 186 of the Act, up to an amount of ₹4,000 Crore (Rupees Four Thousand Crore Only).

The proposed investment in GFSL have been approved by the Audit Committee and the Board of Directors at their respective Meetings held on August 13, 2025.

Mr. Pirojsha Godrej, Director, Mr. Mathew Eipe, Independent 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.

ITEM NO. 2: APPROVAL FOR FURTHER INVESTMENT OF UP TO ₹1,000 CRORE (RUPEES ONE THOUSAND CRORE ONLY) IN GODREJ FS LIMITED OR SUCH OTHER NAME AS MAY BE APPROVED BY MINISTRY OF CORPORATE AFFAIRS, A WHOLLY OWNED SUBSIDIARY COMPANY FOR FURTHER INVESTMENT IN ITS SUBSIDIARIES

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 **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 Company proposes to invest in Godrej FS Limited ("**GFSL**") or such other name as approved by the Ministry of Corporate Affairs, a wholly-owned subsidiary of the Company, up to an amount of ₹1,000 Crore (Rupees One Thousand Crore Only) which will be utilised by GFSL for further investment in Godrej Capital Limited ("**GCL**"), from the Company as it considers it to be a strategic investment. The aforesaid investment shall be over and above the limit of investment referred to in Item no. 1 above.

Separately, the Company is looking at expanding and diversifying its business activities. It believes that there is a strong potential for asset management business in our country with a decent return on investments. The wealth management business in India has been growing at a steady pace. Looking at the opportunity in the wealth management business, it is proposed to incubate the same under the umbrella of the Company being the flagship company of the Group.

Consequently, 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 GIL to further invest / acquire by way of subscription, purchase or otherwise, the securities of GFSL, exceeding the limits set under Section 186 of the Act, up to an additional amount of ₹1,000 Crore (Rupees One Thousand Crore Only) in addition to the limit referred to item no. 1 above [i.e., ₹4,000 Crore (Rupees Four Thousand Crore Only)]. Thus, the total available limit for investment in GFSL post the aforesaid approvals would be up to ₹5,000 Crore (Rupees Five Thousand Crore Only).

The proposed investment in GFSL have been approved by the Audit Committee and the Board of Directors at their respective Meetings held on August 13, 2025.

Mr. Pirojsha Godrej, Director, Mr. Mathew Eipe, Independent 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. 2** for approval of the Members.

ITEM NO. 3: MATERIAL RELATED PARTY TRANSACTIONS WITH GODREJ FS LIMITED OR SUCH OTHER NAME AS MAY BE APPROVED BY MINISTRY OF CORPORATE AFFAIRS, A WHOLLY OWNED SUBSIDIARY OF GODREJ INDUSTRIES LIMITED ("GIL") TO BE INCORPORATED AND FOR DIVESTMENT OF EQUITY STAKE IN GODREJ CAPITAL LIMITED, SUBSIDIARY OF GIL.

The Members may please note that basis the Audited Financial Statements of the Company for a particular Financial Year, the Company can enter into transactions of a value up to 10% of a particular Financial Year's Consolidated Turnover or ₹1,000 Crore whichever is lower with each of the related party. Any transaction (shall be construed to include a single transaction or a group of transactions) beyond the said limit with any related party will require prior approval of the shareholders, being considered a "material related party transaction" as per provisions of Regulation 23 of SEBI Listing Regulations.

The 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company is ₹1,925.72 Crore.

Accordingly, the Company is seeking approval of the Shareholders for transactions as set out hereunder:

- a. divestment of entire Equity Stake in Godrej Capital Limited ("GCL") subsidiary of GIL to Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly owned subsidiary of the Company aggregating to an amount not exceeding ₹4,000 Crore (Rupees Four Thousand Crore Only).
- b. further investment up to an amount of ₹1,000 Crore (Rupees One Thousand Crore Only) in GFSL over and above the total available limit for investment i.e., ₹4,000 Crore (Rupees Four Thousand Crore Only)(total investment of up to ₹5,000 Crore (Rupees Five Thousand Crore Only).
- c. Entering into the aforesaid Material Related Party Transactions subject to necessary approvals.

The proposed transactions have been approved by the Audit Committee and the Board of Directors at their respective Meetings held on August 13, 2025.

Please see below disclosure and information required to be provided to the Shareholders for consideration of RPTs in terms of the SEBI Master Circular dated November 11, 2024 for the aforesaid transactions:

Sr. No.	Description	Details
a.	Type, material terms and particulars of the proposed transaction	Material RPT in the form of: i. Investment in securities of Godrej FS Limited, a wholly owned subsidiary of the Company, to be incorporated ii. Divestment of entire equity stake held in Godrej Capital Limited, Subsidiary Company by GIL, to Godrej FS Limited.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Initial and subsequent acquisition of securities of Godrej FS Limited, a wholly owned subsidiary of the Company to be incorporated, which classifies as Material RPT. Divestment of entire equity stake held in Godrej Capital Limited, Subsidiary Company, to Godrej FS Limited, which classifies as Material RPT.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	The proposed transaction(s) are subject to the receipt of requisite approvals from shareholders and regulatory authorities, if any, and the expected timeline of completion is 1(one) year from the date of shareholders' approval.
d.	Value of the proposed transaction	<ul style="list-style-type: none"> • Divestment up to ₹4,000 Crore (Rupees Four Thousand Crore) • Investment up to ₹5,000 Crore (Rupees Five Thousand Crore) including further investment of upto ₹1,000 Crore (Rupees One Thousand Crore)
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	<p>Annual Consolidated Turnover of Godrej Industries Limited as on March 31, 2025 = ₹19,257.18 Crore</p> <p>% (by value) of the proposed RPT = 20-25%</p> <p>Annual Standalone Turnover of Godrej FS Limited as on March 31, 2025, is not applicable to be disclosed since it is yet to be incorporated.</p> <p>% (by value) of the proposed RPT = N.A.</p> <p>Please note that this further investment in securities of Godrej FS Limited by Godrej Industries Limited shall be by way of primary infusion of funds.</p> <p>Annual Standalone Turnover of Godrej Capital Limited as on March 31, 2025 = ₹0.97 Crore</p> <p>% (by value) of the proposed RPT = N.A.</p> <p>Please note that this divestment of securities of Godrej Capital Limited by Godrej Industries Limited shall be to a wholly-owned subsidiary of GIL</p>

Sr. No.	Description	Details
f.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> - nature of indebtedness - cost of funds and - tenure <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>(i) Surplus funds / Funds raised by way of issue of Non-Convertible Debentures / other financial arrangements</p> <p>(ii) Company may raise funds by way of issue Non-Convertible Debentures / other financial arrangements</p> <p>(iii) Not Applicable</p> <p>(iv) Since the nature of this transaction is making further investments in the wholly owned subsidiary company to be incorporated, the same will be used to create strategic value.</p>
g.	Justification as to why the RPT is in the interest of the listed entity;	This is a part of strategic investment planning in the subsidiary companies and to create strategic value.
h.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The proposed transactions would be done on arm's length basis.
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	-
j.	Whether any subsequent material modification made to approved transaction	Not Applicable
k.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act forming part of the Postal Ballot Notice.

Arm's length pricing:

The Audit Committee of the Company, comprising of majority of independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company during a period of twelve months from the date of passing of the resolution by members of the Company. The Audit Committee has also noted that the said transactions are on arm's length basis.

Mr. Pirojsha Godrej, Director, Mr. Mathew Eipe, Independent 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.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on **Item No. 3**, all the related parties shall not vote to approve the said resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

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 **ORDINARY RESOLUTION** set out at **Item No. 3** for approval of the Members.

Date and Place: August 13, 2025, 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/-
Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)**

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; **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 August 13, 2025, by conveying my / our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	SPECIAL RESOLUTION – Approval for investment of up to ₹ 4,000 Crore (Rupees Four Thousand Crore Only) in Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly owned subsidiary of Godrej Industries Limited (“GIL”) to be incorporated for acquisition of the GIL’s entire stake in Godrej Capital Limited, Subsidiary Company			
2	SPECIAL RESOLUTION – Approval for further investment of up to ₹1,000 Crore (Rupees One Thousand Crore Only) in Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, A Wholly Owned Subsidiary Company for further investment in its subsidiaries			
3	ORDINARY RESOLUTION – Material Related Party Transactions with Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly owned subsidiary of Godrej Industries Limited (“GIL”) to be incorporated and for divestment of Equity Stake in Godrej Capital Limited, Subsidiary Company			

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
250822013		

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, August 22, 2025	9:00 a.m. (IST) on Friday, August 29, 2025	5:00 p.m. (IST) on Saturday, September 27, 2025

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, August 22, 2025. 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. Puneet Motwani, 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 Saturday, September 27, 2025. 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
