



KALIDAS VANJPE
B. Com (Hons), LL.B (G), F.C.S
Practising Company Secretary
Corporate Legal Consultant

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28th September, 2020

Mr. J. N. Godrej
Chairman & Managing Director,
Godrej & Boyce Mfg. Co. Ltd.
Pirojshanagar, Vikhroli, Mumbai 400 079

Dear Sir,

Sub: Report on Voting by the Equity Shareholders through poll at the 89th Annual General Meeting of Godrej & Boyce Mfg. Co. Ltd. (the Company) held through video conferencing on Monday, 28th September, 2020 at 10.00 a.m.

The 89th Annual General Meeting of the Company was held on Monday, 28th September, 2020 at 10.00 a.m. through video conferencing. At the said Meeting, the Chairman of the Meeting on his own motion and as a Member, demanded poll and accordingly the poll was ordered to be taken. In view of COVID 19 and in accordance with the provisions of General Circular no. 20/2020 dated 5th May, 2020 read with General Circular no. 14/2020 dated 8th April, 2020, the Company designated an email ID (agm2020@godrej.com) for the Members to convey their votes on the four Resolutions placed before the Annual General Meeting.

I, Kalidas Vanjpe, Practising Company Secretary, was appointed as Scrutinizer to scrutinize and report on the poll in a fair and transparent manner, in respect of the Resolutions as set out in the Notice dated 26th August, 2020 of the Annual General Meeting of the Company held on Monday, 28th September, 2020. The Company shared the list of Members, their registered email IDs and also gave me access to above-referred designated email ID for opening and scrutinizing the votes cast by the Members through email.

I am giving below summary of votes received in respect of each of the Resolutions. Since the Company has designated an email ID for receiving the votes from the Members, the provisions of handing over the data, registers etc. as mentioned in the Companies (Management and Administration) Rules, 2014, are not applicable.



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Resolution no. 1: To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.

Category	No. of Members	Shares
For	27	593769
Against	0	0
Invalid	0	0
TOTAL	27	593769

Shares representing the votes polled "For" the Resolution are 100% of the Shares representing the total votes tendered.

Resolution no. 2: To appoint a Director in place of Mr. N.B. Godrej (DIN: 00066195) who retires by rotation and, being eligible, offers himself for re-appointment.

Category	No. of Members	Shares
For	27	593769
Against	0	0
Invalid	0	0
TOTAL	27	593769

Shares representing the votes polled "For" the Resolution are 100% of the Shares representing the total votes tendered.

Resolution no. 3: To appoint a Director in place of Mr. A.G. Verma (DIN: 02366334), who retires by rotation and, being eligible, offers himself for re-appointment.

Category	No. of Members	Shares
For	27	593769
Against	0	0
Invalid	0	0
TOTAL	27	593769

Shares representing the votes polled "For" the Resolution are 100% of the Shares representing the total votes tendered.



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Resolution no. 4: To ratify the remuneration payable to the Cost Auditors for the financial year 2020-21.

Category	No. of Members	Shares
For	27	593769
Against	0	0
Invalid	0	0
TOTAL	27	593769

Shares representing the votes polled "For" the Resolution are 100% of the Shares representing the total votes tendered.

Yours truly,



Kalidas Vanjpe
Practising Company Secretary
Membership No. FCS 7132
Place: Thane

For Godrej & Boyce Mfg. Co. Ltd.

JAMSHYD Digitally signed by
JAMSHYD
NAOROJI NAOROJI GODREJ
Date: 2020.09.28
GODREJ 12:12:59 +05'30'

J. N. Godrej
Chairman & Managing Director
DIN: 00076250

Place: Mumbai