

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of Godrej & Boyce Manufacturing Company Limited will be held on Thursday, 30th May, 2019 at 10:00 a.m. at Pirojshanagar, Vikhroli, Mumbai 400 079 to transact the following business:

SPECIAL BUSINESS

1. RE-APPOINTMENT OF MR. K. N. PETIGARA (DIN: 00066162) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any Rules made thereunder, for the time being in force) and pursuant to provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mr. K.N. Petigara (DIN: 00066162), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing 15th September, 2019.”

2. RE-APPOINTMENT OF MR. P. P. SHAH (DIN: 00066242) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any Rules made thereunder, for the time being in force) and pursuant to provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mr. P.P. Shah (DIN: 00066242), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing 15th September, 2019.”



3. RE-APPOINTMENT OF MRS. A. RAMACHANDRAN (DIN: 00118188) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any Rules made thereunder, for the time being in force) and pursuant to provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mrs. A. Ramachandran (DIN: 00118188), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing 15th September, 2019.”

4. RE-APPOINTMENT OF MR. K. M. ELAVIA (DIN: 00003940) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any Rules made thereunder, for the time being in force) and pursuant to provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mr. K.M. Elavia (DIN: 00003940), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing 15th September, 2019.”



NOTES:

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business mentioned under Item Nos. 1 to 4 as set out in the Notice is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form in Form MGT-11 is annexed herewith and marked **Enclosure 1**.

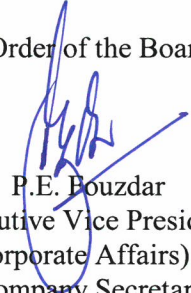
Proxies submitted on behalf of the limited companies, societies, partnership firms, etc., must be supported by appropriate Resolution/authority, as applicable, issued on behalf of the nominating organization.

- c) Corporate Members intending to send their authorized representatives to attend the Extraordinary General Meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
- d) Brief Resume of Directors proposed to be re-appointed, as stipulated in Secretarial Standards as issued by the Institute of Company Secretaries of India is provided after the Explanatory Statement to this Notice.
- e) Relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, upto the date of the Extraordinary General Meeting. The aforesaid documents will also be available for inspection by Members at the Extraordinary General Meeting.
- f) Pursuant to Section 101 of the Companies Act, 2013, read with relevant Rules made thereunder, Companies can serve Notice of Extraordinary General Meeting and other communications through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant only, for receiving all communication including Notices, Circulars, etc. from the Company, electronically.



- g) In terms of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013, Independent Directors can be re-appointed for another term upto five consecutive years and are not liable to retire by rotation. Accordingly, Resolutions have been proposed for the re-appointment of Independent Directors as given at Item Nos. 1 to 4 of this Notice. In terms of the provisions of the Companies Act, 2013, the Board of Directors has reviewed the declarations made by them that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that they fulfill the conditions specified therein and the Rules made thereunder and are independent of the management.

By Order of the Board


P.E. Fouzdar
Executive Vice President
(Corporate Affairs) &
Company Secretary

Mumbai, 6th May, 2019

Registered Office:
Pirojshanagar, Vikhroli,
Mumbai 400 079.



ANNEXURE TO NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying Notice dated 6th May, 2019.

Item Nos. 1 to 4:

The Members of the Company, at their 83rd (Eighty-Third) Annual General Meeting (AGM) held on 15th September, 2014, had appointed Mr. K. N. Petigara (DIN: 00066162), Mr. P.P. Shah (DIN: 00066242), Mrs. A. Ramachandran (DIN: 00118188) and Mr. K.M. Elavia (DIN: 00003940) as the Independent Directors of the Company for a period of five years with effect from the date of the AGM till 15th September, 2019 (“**First Term**”), pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any Rules made thereunder, for the time being in force). Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term upto five consecutive years on the Board and shall be eligible for re-appointment for a second term of five years on passing of a Special Resolution by the Company.

The Company has received a Notice in writing from a Member of the Company proposing the candidature of Mr. K. N. Petigara, Mr. P.P. Shah, Mrs. A. Ramachandran and Mr. K.M. Elavia for the office of a Director of the Company.

Mr. K. N. Petigara, Mr. P.P. Shah, Mrs. A. Ramachandran and Mr. K.M. Elavia, each satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013. The Board of Directors, after taking into consideration the performance evaluation of Independent Directors and the background and experience and contributions made by Independent Directors during their tenure, is of the opinion that it would be beneficial for the Company to continue Mr. K. N. Petigara, Mr. P.P. Shah, Mrs. A. Ramachandran and Mr. K.M. Elavia as Independent Directors on the Board. Accordingly, it is proposed to re-appoint Mr. K. N. Petigara, Mr. P.P. Shah, Mrs. A. Ramachandran and Mr. K.M. Elavia for a second term commencing 15th September, 2019.

Brief Resume of the Directors being re-appointed is provided in the table below.

The draft letters of appointment of Mr. K. N. Petigara, Mr. P.P. Shah, Mrs. A. Ramachandran and Mr. K.M. Elavia setting out the terms and conditions of appointment are available for inspection by the Members at the Registered Office of the Company.

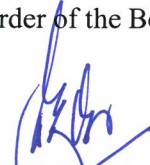
The Members are, therefore, requested to grant their approval, by way of Special Resolutions for the re-appointment of Mr. K. N. Petigara, Mr. P.P. Shah, Mrs. A. Ramachandran and Mr. K.M. Elavia as Independent Directors of the Company to hold office for a “**Second Term**” of five years, commencing 15th September, 2019, not liable to retire by rotation.

The logo for Godrej & Boyce Mfg. Co. Ltd. features the word "Godrej" in a stylized, cursive font. The letters are colored in a gradient from green to red, with a white outline. The logo is positioned at the bottom center of the page.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolutions except Mr. K.N. Petigara, Mr. P.P. Shah, Mrs. A. Ramachandran and Mr. K.M. Elavia, since the Resolutions relate to their own re-appointment.

The Board commends the Special Resolutions set out at Item Nos. 1 to 4 for the approval of the Members.

By Order of the Board



P.E. Fouzdar
Executive Vice President
(Corporate Affairs) &
Company Secretary

Mumbai, 6th May, 2019

Registered Office:
Pirojshanagar, Vikhroli,
Mumbai 400 079.



Pursuant to the Secretarial Standards issued by 'The Institute of Company Secretaries of India', the following information is furnished about the Directors proposed to be re-appointed:

Brief Resume of the Directors

Name of the Director	Mr. K. N. Petigara (DIN: 00066162)	Mr. P.P. Shah (DIN: 00066242)
Particulars		
Age	70 Years	66 Years
Nationality	Indian	Indian
Date of Appointment	15 th September, 2014	15 th September, 2014
Shares held in the Company	NIL	NIL
Qualification	Bachelor's and Master's Degree in Chemical Engineering from Massachusetts Institute of Technology, USA	MBA from Harvard Business School and a Bachelor of Commerce degree from Sydenham College, Bombay. Qualified Chartered Accountant and Cost Accountant
Expertise in specific functional area	Chemical Engineering and Management	Corporate Finance and Private Equity Advisor
Terms & Conditions of re-appointment/variation of remuneration	Re-appointment as an Independent Director not liable to retire by rotation	Re-appointment as an Independent Director not liable to retire by rotation
Remuneration last drawn	NIL	NIL
Directorships held in other companies	Godrej Agrovet Limited Godrej Industries Limited Creamline Dairy Products Limited	Ambit Private Limited BASF India Limited Helios GreenTech Private Limited IndAsia Fund Advisors Private Limited Kansai Nerolac Paints Limited KSB Limited (Formerly KSB Pumps Limited) Kancor Ingredients Limited MEB-IndAsia Corporate Advisors Private Limited Pfizer Limited Pangea EcoNetAssets Private Limited Sonata Software Limited Tata Investment Corporation Limited Universal Trustees Private Limited Bajaj Auto Limited



Chairman/Membership in committees of the other Boards	<p>Godrej Agrovet Limited: Chairman of Audit Committee</p> <p>Godrej Industries Limited: Member of Audit Committee, Nomination & Compensation Committee and Corporate Social Responsibility Committee</p>	<p>BASF India Limited: Member of Audit Committee and Nomination & Remuneration Committee</p> <p>Kansai Nerolac Paints Limited: Chairman of Audit Committee Member of Nomination & Remuneration Committee</p> <p>Kancor Ingredients Limited: Member of Audit Committee and Nomination & Remuneration Committee</p> <p>KSB Limited (Formerly KSB Pumps Limited): Chairman of Risk Management Committee Member of Audit Committee and Nomination & Remuneration Committee</p> <p>Pfizer Limited: Chairman of Nomination & Remuneration Committee and Corporate Social Responsibility Committee Member of Audit Committee</p> <p>Sonata Software Limited: Member of Audit Committee</p> <p>Tata Investment Corporation Limited: Member of Audit Committee</p>
Inter-se relationship with other directors/ Key Managerial Personnel	Not Applicable	Not Applicable
No. of Board Meetings attended during the financial year 2018-19	4	3

Brief Resume of the Directors

Name of the Director	Mrs. A. Ramachandran (DIN: 00118188)	Mr. K.M. Elavia (DIN: 00003940)
Particulars		
Age	64 Years	73 Years
Nationality	Indian	Indian
Date of Appointment	15th September, 2014	15 th September, 2014
Shares held in the Company	Nil	Nil
Qualification	MMS from Jamnalal Bajaj Institute of Management Studies, Mumbai and B.Com (Hons.) from Bombay University	Practicing Chartered Accountant
Expertise in specific functional area	Consulting in Rewards management, Organization development and Strategic HR since last 40 years	Financial expertise
Terms & Conditions of re- appointment/ variation of remuneration	Re-appointment as an Independent Director not liable to retire by rotation	Re-appointment as an Independent Director not liable to retire by rotation
Remuneration last drawn	NIL	NIL
Directorships held in other companies	Cerebrus Consultants Private Limited Rane (Madras) Limited 3D PLM Software Solutions Private Limited Kotak Mahindra Life Insurance Company Limited Aditya Birla Housing Finance Limited Aditya Birla MyUniverse Limited OXFAM India IDFC Asset Management Company Limited FSN E-Commerce Ventures Private Limited Utkarsh Small Finance Bank Limited Grasim Industries Limited Wheelsemi Private Limited	Goa Carbon Limited Dai-ichi Karkaria Limited Grindwell Norton Limited Godrej Industries Limited The Bombay Dyeing and Manufacturing Company Limited Britannia Industries Limited Tata Asset Management Limited Go Airlines (India) Limited Sterling and Wilson Solar Limited Wonder City Buildcon Private Limited Phoenix Arc Private Limited



<p>Chairman/Membership in committees of the other Boards</p>	<p>3D PLM Software Solutions Private Limited: Chairperson of Audit Committee and Nomination & Remuneration Committee. Member of Stakeholders Relationship Committee</p> <p>Aditya Birla MyUniverse Limited: Member of Audit Committee and Nomination & Remuneration Committee</p> <p>Aditya Birla Housing Finance Limited: Chairperson of Nomination & Remuneration Committee and Corporate Social Responsibility Committee and Member of Audit Committee</p> <p>IDFC Asset Management Company Limited: Chairperson of Nomination & Remuneration Committee and Member of Audit Committee and Corporate Social Responsibility Committee</p> <p>Utkarsh Small Finance Bank Limited: Member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee</p> <p>Wheelsemi Private Limited: Chairperson of Nomination & Remuneration Committee and Member of Audit Committee</p> <p>Rane (Madras) Limited: Member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee</p> <p>FSN E-Commerce Ventures Private Limited: Chairperson of Nomination & Remuneration Committee and Member of Share Allotment Committee</p>	<p>Goa Carbon Limited: Chairman of Nomination & Remuneration Committee. Member of Audit Committee</p> <p>Dai-ichi Karkaria Limited: Chairman of Corporate Social Responsibility Committee. Member of Audit Committee and Nomination & Remuneration Committee</p> <p>Grindwell Norton Limited: Chairman of Audit Committee, Corporate Social Responsibility Committee and Nomination & Remuneration Committee</p> <p>Tata Asset Management Limited: Member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee</p> <p>Go Airlines (India) Limited: Chairman of Audit Committee</p> <p>Wonder City Buildcon Private Limited: Member of Corporate Social Responsibility Committee</p> <p>Phoenix ARC Private Limited: Member of Share Allotment Committee and Audit Committee</p> <p>The Bombay Dyeing and Manufacturing Company Limited: Chairman of Audit Committee Member of Risk Management Committee</p> <p>Britannia Industries Limited: Chairman of Audit Committee Member of Risk Management Committee</p>
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	OXFAM India: Member of Finance & Audit Committee Kotak Mahindra Life Insurance Company Limited: Member of Nomination & Remuneration Committee	Sterling and Wilson Solar Limited: Chairman of Nomination & Remuneration Committee and Corporate Social Responsibility Committee Member of Audit Committee
Inter-se relationship with other directors/ Key Managerial Personnel	Not Applicable	Not Applicable
No. of Board Meetings attended during the financial year 2018-19	4	5



ENCLOSURE 1

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U28993MH1932PLC001828

Name of the Company: GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

Registered Office: PIROJSHANAGAR, VIKHROLI, MUMBAI- 400 079

Name of the Member (s):

Registered address:

E-mail ID:

Folio No / Client ID:

DP ID:

Number of Share(s) held:

I /We, being the Member(s) of [] Equity Shares of the abovenamed Company, hereby appoint

1. Name:

Address:

Email Id:

Signature:

Or failing him/her

2. Name:

Address:

Email Id:

Signature:

Or failing him/her

3. Name:

Address:

Email Id:

Signature:

as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, 30th May, 2019 at 10:00 a.m. at Pirojshanagar, Vikhroli, Mumbai 400079, and at any adjournment thereof in respect of such Resolutions as indicated below:

SPECIAL BUSINESS

1. Re-appointment of Mr. K. N. Petigara as an Independent Director of the Company
2. Re-appointment of Mr. P.P. Shah as an Independent Director of the Company
3. Re-appointment of Mrs. A. Ramachandran as an Independent Director of the Company
4. Re-appointment of Mr. K.M. Elavia as an Independent Director of the Company

Signed this day of 2019

(Signature of Shareholder(s))

Signature of Proxy.....

Affix Re. 1
Revenue
Stamp

NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Pirojshanagar, Vikhroli, Mumbai - 400079, Maharashtra, not less than 48 hours before the commencement of the Meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. The Proxy is required to carry an identity proof at the time of attending the Meeting.
6. The Proxy need not be the Shareholder of the Company.

ATTENDANCE SLIP

Godrej & Boyce Manufacturing Company Limited

Registered Office: Pirojshanagar, Vikhroli, Mumbai, 400 079.

CIN: U28993MH1932PLC001828

Extraordinary General Meeting – Thursday, 30th May, 2019

Name of the Member(s):	
Name of the Proxy:	
No. of shares:	
Folio No. / *DP id and Client id:	

**Applicable for investors holding shares in electronic form*

I/We hereby record my/our presence at the **EXTRAORDINARY GENERAL MEETING** of the Company on Thursday, 30th May, 2019 at 10:00 a.m. at Pirojshanagar, Vikhroli, Mumbai- 400 079.

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

NOTES:

1. Please complete this attendance slip and hand it over at the entrance of the Meeting hall.
2. Joint shareholders may obtain additional attendance slip at the venue of the Meeting.

MAP FOR THE VENUE OF THE EXTRAORDINARY GENERAL MEETING

