



## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of GODREJ & BOYCE MANUFACTURING COMPANY LIMITED ('the Company') will be held at short notice on Monday, 24<sup>th</sup> February, 2025 at 2:00 p.m. (IST) through the medium of video conferencing via Microsoft Teams to transact the following business:

### SPECIAL BUSINESS

1. To approve increase in the limit for borrowing monies pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members of the Company at the Annual General Meeting held on 13<sup>th</sup> September, 2024, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money for the purpose of the business of the Company which, together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its Free Reserves, that is to say, Reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of Rs. 7,000 crore.”

2. To approve creating mortgages/ charges on the assets of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members of the Company at the Annual General Meeting held on 13<sup>th</sup> September, 2024, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any of the immovable and movable properties of the Company wheresoever situate, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Board may deem fit, to or in favour of all or any of the Financial Institutions/ Banks/ Lenders/ any other Investing Agencies and Trustees for the holders of Debentures/

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Bonds/ Other Financial Instruments which may be issued to and subscribed by all or any of the Financial Institutions/ Banks/ Lenders/ other Investing Agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/or the issue of debentures, bonds or other financial instruments (hereinafter collectively referred to as “Borrowings”), provided that the total amount of security against the Borrowings together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the arrangements entered into/ to be entered into by the Company, shall not, at any time exceed the limit of Rs. 9,000 crore.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to decide on all matters and finalise with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/ charges/ hypothecations, and to accept or make any alterations, changes, variations to or in the terms and conditions, and to execute all such deeds, documents and writings as it may think fit and containing such terms, conditions and covenants as it may consider fit and proper in connection with the aforesaid borrowings, and to do all such acts, deeds, matters and things as it may consider necessary, for the purposes of giving effect to this Resolution.”

#### NOTES:

- a) Pursuant to General Circular nos. 14/2020, 03/2022, 11/2022, 09/2023 and 09/2024 (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold their Extraordinary General Meetings through Video Conferencing (‘VC’), without the physical presence of members at a common venue. In accordance with the said Circulars of the Ministry of Corporate Affairs (‘MCA’) and applicable provisions of the Companies Act, 2013 (‘the Act’), the Extraordinary General Meeting (‘EGM’) of the Company shall be conducted through VC.
- b) Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- c) In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
- d) Attendance of the Members through the medium of VC will be counted for the purpose of Quorum under Section 103 of the Act.
- e) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their respective Depository Participant(s) (DPs) in case the shares are held by them in

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electronic form and to Mr. Bhavesh K. Khandhar, Executive Vice President & Company Secretary at [bkk@godrej.com](mailto:bkk@godrej.com) in case the shares are held by them in physical form.

- f) Manner of Voting during the EGM shall be through show of hands, unless a poll is demanded.
- g) If a poll is demanded by any Member, all the Members shall cast their votes on the Resolutions by sending an email to [egm2025@godrej.com](mailto:egm2025@godrej.com) only from their email addresses registered with the Company.
- h) **Video Conferencing via Microsoft Teams:**
- The VC facility to join the EGM shall open 15 minutes prior to the time scheduled for the Meeting.
  - Please follow the steps mentioned below to join and participate in the EGM of the Company:
    1. Click on the link provided in the email sent to you.
    2. Those Members who do not have the Microsoft Teams App downloaded on their laptops/ mobile devices can join the Meeting as a Guest on the web.
    3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
    4. **For any assistance in joining/participating through Video Conferencing please contact:** Mr. Bhavesh K. Khandhar, Executive Vice President & Company Secretary (+91 98203 46439/ [bkk@godrej.com](mailto:bkk@godrej.com))
- i) Corporate Shareholder(s) intending to appoint its Authorized Representative(s) to attend the EGM, pursuant to Section 113 of the Act, are requested to send a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the EGM at [bkk@godrej.com](mailto:bkk@godrej.com).
- j) All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [bkk@godrej.com](mailto:bkk@godrej.com).
- k) **Dispatch of Notice of EGM through Electronic Mode:**  
The Notice of the EGM is being sent to the Members only through electronic mode at the email addresses registered with the Company/ Depositories.

Members may also note that the Notice of the EGM will also be available on the Company's website at <https://www.godrejenterprises.com/legal/statutory-reports>.

- l) Any Member seeking any information is requested to write to the Company at least a week before the date of EGM through email on [ppm@godrej.com](mailto:ppm@godrej.com)/[bkk@godrej.com](mailto:bkk@godrej.com). The same will be replied by the Company suitably.

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- m) All persons whose names are recorded in the Register of Members maintained by the Company /Depositories as on **Friday, 31<sup>st</sup> January, 2025** shall be entitled to attend and vote at the EGM.
- n) The relative Explanatory Statement pursuant to Section 102 of the Act, in respect of the business mentioned under Item Nos. 1 and 2 as set out in the Notice is annexed hereto.
- o) The deemed venue for the EGM shall be the Registered Office of the Company.

For and on behalf of the Board

Bhavesh K. Khandhar  
Executive Vice President & Company Secretary  
ICSI Membership No. FCS 11151



Mumbai, 11<sup>th</sup> February, 2025

*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 and 2.

#### Item No. 1 and 2

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the board of directors of a public company cannot, except with the consent of the company in general meeting, borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose.

The Members of the Company at the Annual General Meeting of the Company held on 13<sup>th</sup> September, 2024, had accorded their approval to the Board of Directors of the Company to borrow together with monies already borrowed by the Company upto Rs. 5,000 crore.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the board of directors of a public company cannot, except with the consent of the company in general meeting, create charges/ mortgages/ hypothecations in order to secure such borrowings, in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies and trustees for the holders of debentures/ bonds/ other financial instruments, which may be issued to and subscribed by all or any of the financial institutions/ banks/ lenders/ other investing agencies or any other person(s)/bodies corporate by private placement or otherwise.

The Members of the Company at the Annual General Meeting of the Company held on 13<sup>th</sup> September, 2024, accorded their approval to the Board of Directors of the Company to create charges/ mortgages/ hypothecations on the assets of the Company in order to secure such borrowings upto Rs. 6,000 crore.

In view of the overall increase in the business activities of the Company, and to meet the capital expenditure and working capital needs, it is considered desirable to enhance the Company's existing borrowing limit from Rs. 5,000 crore to Rs. 7,000 crore. The Resolution set out under Item No. 1 of the Notice is to seek Members' approval by way of a Special Resolution to enhance the borrowing limit to Rs. 7,000 crore.

Considering the proposed enhancement in the borrowings of the Company to Rs. 7,000 crore, some of the borrowings, may be further required to be secured by way of charge/ mortgage/ hypothecation on the Company's assets for an amount to be enhanced from Rs. 6,000 crore upto Rs. 9,000 crore, in favour of all or any of the Financial Institutions/ Banks/ Lenders/ any other Investing Agencies and Trustees for the holders of debentures/ bonds/ other financial

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instruments, which may be issued to and subscribed by all or any of the Financial Institutions/ Banks/ Lenders/ other Investing Agencies or any other person(s)/ bodies corporate by private placement or otherwise. The Resolution set out under Item No. 2 of the Notice is to seek Members' approval by way of a Special Resolution to enhance the limit to Rs. 9,000 crore for the total amount of security against the Borrowings.

Accordingly, the Directors commend the Resolutions under Item Nos. 1 and 2 of the Notice to the Members for their approval.

None of the Directors and/ or, Key Managerial Personnel and their relatives, are concerned with or interested, financially or otherwise, in the said Resolutions.

For and on behalf of the Board

Bhavesh K. Khandhar  
Executive Vice President & Company Secretary  
ICSI Membership No. FCS 11151



Mumbai, 11<sup>th</sup> February, 2025

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