

**TRANSCRIPT**  
**OF THE**  
**EXTRA-ORDINARY GENERAL MEETING**  
**OF THE MEMBERS OF**  
**GODREJ & BOYCE MFG. CO. LTD.**  
**HELD ON**  
**MONDAY, 24<sup>TH</sup> FEBRUARY, 2025**  
**AT 2:00 P.M. (IST)**  
**THROUGH THE MEDIUM OF VIDEO CONFERENCING (VC)**

**GODREJ & BOYCE MFG. CO. LTD.**

**MR. J.N. GODREJ STATED:**

“It gives me great pleasure to welcome you all to this Extraordinary General Meeting (EGM) of the Company. The Company is conducting this EGM through video conferencing pursuant to the Circulars issued by the Ministry of Corporate Affairs”

“Consent of shareholders (to the extent of 99.99%) have been received to hold this EGM at shorter notice.”

“All the Directors of the Company, are present at this EGM except Mr. K.M. Elavia & Mrs. Anita Ramachandran.”

“The Chairman of the Audit Committee, the Chairman of the Stakeholders Relationship Committee and the Chairperson of the Corporate Social Responsibility Committee, are present at this Meeting. Since the Chairperson of the Nomination and Remuneration Committee was unable to attend, Mr. V.R. Mehta, was nominated to attend the Meeting on her behalf.”

“The Statutory Auditors and the Secretarial Auditors of the Company are present at the Meeting.”

“The Notice dated 11<sup>th</sup> February, 2025 convening this EGM has already been circulated on email to all the Members of the Company.”

“The Company has made every feasible effort to enable the Members to participate and attend the Meeting through the medium of video conferencing. All the Members who are participating through the medium of video conferencing will be considered present for the Meeting.”

“This Meeting has the requisite quorum; I declare the Meeting duly constituted.”

“Do I take the Notice convening the Meeting as read?”

**MRS. NYRIKA HOLKAR ANSWERED:**

“Mr. Godrej, since we have received the Notice in advance and have read the same, we request you to call out only the Agenda Item nos. and the subject matter of the Resolutions of the Notice to be taken up for Members’ approval.”

**MR. J.N. GODREJ STATED:**

“I will now proceed to take up the Special Business mentioned in the Notice of this EGM. I request all the Members to switch on their videos till the voting by show of hands is complete.”

**1. “Resolution No. 1: To approve increase in the limit for borrowing monies pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013”**

**“May I request a proposer and seconder for this item?”**

**MRS. NYRIKA HOLKAR STATED:**

“I propose Resolution No. 1.”

**MR. N.J. GODREJ STATED:**

“I second the Resolution.”

**MR. J.N. GODREJ STATED:**

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

**(ALL) (Need to check count)**

“I declare this Special Resolution passed with the requisite majority.”

**2. “Resolution No. 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”**

**“May I request a proposer and seconder for this item?”**

**MRS. P.J. GODREJ STATED:**

“I propose Resolution No. 2.”

**MRS. NYRIKA HOLKAR STATED:**

“I second the Resolution.”

**MR. J.N. GODREJ STATED:**

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

**(ALL) (Need to check count)**

“I declare this Special Resolution passed with the requisite majority”

**MRS. F.C. BIERI STATED:**

“I would like to thank Mr. J.N. Godrej, Chairman & Managing Director of the Company for conducting the EGM.”