

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of Godrej & Boyce Manufacturing Company Limited will be held at the Registered Office of the Company at Pirojshanagar, Vikhroli, Mumbai 400 079, on Monday, 30th March, 2015, at 10.00 a.m. to transact the following business :

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

"RESOLVED THAT subject to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members of the Company, be and is hereby accorded to the appointment of Ms. Nyrika Vijay Crishna ("the appointee"), daughter of Mr. Vijay Mohan Crishna, Whole-time Director of the Company, in the whole-time employment of the Company designated as Senior Vice President (Corporate Affairs) with effect from April 1, 2015, on the terms and conditions set out in the Agreement, a copy of which is tabled before the meeting and initialled by the Chairman for the purpose of identification, with liberty to the Board of Directors to alter and vary the same in such manner as may be agreed to between the Directors and the appointee."

2. To consider, and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the approval of the Members of the Company obtained at the Annual General Meeting held on 15th September, 2014, to the appointment of M/s. P D Dani & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2014-15, in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, further approval of the Members be and is hereby accorded to the appointment of M/s. P D Dani & Co., Cost Accountants for conduct of audit of the cost records of the products relating to the following businesses of the Company, pursuant to the Companies (Cost Records and Audit) Amendment Rules, 2014 (the Rules), in respect of the industry/ sector/ product/ service falling within the Central Excise Tariff Act, 1985 (CETA) for the financial year 2014-15 :

Business	CETA classification	Serial Reference Number. of the Rules	Product Category
Construction	3824 Real Estate	B 18 B 21	Ready Mix Concrete Real Estate Development
Electricals & Electronics	7311	B 9	Air Receiver
Precision Systems	8906 8803 9306	B 1 B 1 B 3	Submarine Parts Aircraft Parts Missile Parts
Precision Engineering	8401 8906 8907 9305	B 1 B 1 B 1 B 3	Equipment for Nuclear Plant Defence Equipment LRCES Defence Mobile Autonomous



			Launchers
Security Solutions	7308	B 9	Doors & Hatches

on remuneration of Rs. 14.50 lac, exclusive of service tax and out of pocket expenses incurred, if any, and which remuneration was earlier approved by the Members of the Company at the Annual General Meeting held on 15th September, 2014.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES :

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item Nos. 1 and 2 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 A PROXY NEED NOT BE A MEMBER.
- c) Proxies should be lodged with the Company at least 48 hours before the commencement of the Meeting.

By Order of the Board


R.E. Fouzdar

Executive Vice President
(Corporate Affairs) &
Company Secretary

Mumbai, 23rd February, 2015

Registered Office:

Pirojshanagar,
Vikhroli,
Mumbai 400 079.



ANNEXURE TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses under Item Nos. 1 and 2 mentioned in the Notice dated 23rd February, 2015.

Item No. 1

The Members will be informed that Ms. Nyrika Vijay Crishna (“the appointee”) is the daughter of Mr. Vijay Mohan Crishna, Whole-time Director of the Company. She is being appointed in the whole-time employment of the Company as Senior Vice President (Corporate Affairs) with effect from 1st April, 2015.

Ms. Crishna completed her International Baccalaureate Program from the United World College of the Adriatic, Italy, and graduated with distinction with a double major in Philosophy and Economics from Colorado College, Colorado Springs, Colorado, USA. She then obtained a degree in law from the University College, London, UK and also successfully completed the Legal Practice Course for the London Bar Exam administered by the Solicitors Regulation Authority. Ms. Crishna has been admitted to the Bar Council of India in August 2010. She has worked for a period of one year with a Senior Legal Counsel attached to the High Court of Bombay and thereafter with AZB & Partners, a leading corporate law firm in India, for a period of 4 years, specializing in mergers and acquisitions and private equity. Ms. Crishna’s educational background and professional experience would be beneficial to the Company.

Ms. Crishna is a related party within the definition of Section 188 of the Companies Act, 2013. Section 188 provides that no company shall enter into any contract or arrangement with a related party with respect to such related party's appointment to any office or place of profit in the Company carrying a monthly remuneration exceeding Rs. 2,50,000 except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to obtaining the prior approval of the Members at a duly convened general meeting of the Company.

The Board at its Meeting held on 23rd February, 2015, accorded its approval to the appointment of Ms. Nyrika V Crishna in the whole-time employment of the Company designated as Senior Vice President (Corporate Affairs) with effect from 1st April, 2015.

The particulars of the remuneration, perquisites and benefits and the other terms of appointment are laid down in the Agreement to be executed by and between the Company and the appointee and are as under:

- (1) The Company will employ the appointee as Senior Vice President (Corporate Affairs) of the Company or on any such designation, as deemed appropriate, and she will function as such with effect from 1st April, 2015.
- (2) Fixed Compensation shall include Salary and the Company’s Contribution to Provident Fund, Superannuation Fund, Gratuity or any other Annuity Fund in accordance with the Rules of the Company, in force from time to time.

The logo for Godrej & Boyce Mfg. Co. Ltd. is written in a stylized, cursive script. The word "Godrej" is written in a dark, possibly black or dark brown, ink. The letters are connected and have a fluid, handwritten appearance. The 'G' is large and prominent, and the 'j' has a long, sweeping tail that extends downwards and to the right.

The Salary shall be in the scale of Rs. 6,00,000 to Rs. 12,00,000 per month, payable monthly.

The Annual increments will be decided by the Nomination and Remuneration Committee/ Board of Directors depending on her performance, profitability of the Company and other relevant factors.

The Salary approved by the Board with effect from 1st April, 2015 is Rs. 6,50,000 per month and Rs. 78,00,000 per annum.

- (3) Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years having regard to her performance for each financial year.
- (4) In addition to the Fixed Compensation, she will be entitled to the following allowances, perquisites, benefits and amenities as per the Rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively known as “perquisites and allowances”).
 - (1) House Rent Allowance equivalent to 50% of Salary.
 - (2) Furniture and office/home appliances at residence in accordance with the Company’s Scheme;
 - (3) Payment/ reimbursement of domiciliary medical/ hospitalisation expenses for self and her family, in accordance with the Rules specified by the Company;
 - (4) Hospitalisation Insurance, for self and her family of such amount in accordance with the Rules specified by the Company;
 - (5) Reimbursement of expenses towards comprehensive personal health check-up once in a financial year;
 - (6) Personal Accident Insurance, for self of such amount in accordance with the Rules specified by the Company;
 - (7) Leave Travel Concession for self and her family once in a calendar year incurred in accordance with the Rules specified by the Company;
 - (8) Earned/ Privilege Leave, on full pay and allowance, not exceeding 30 days in a calendar year. Encashment/ accumulation of leave will be permissible in accordance with the Rules of the Company. Casual/ Sick leave as per the Rules of the Company;
 - (9) Provision of free telephone, telefax, e-mail and other communication facilities, or reimbursement of such expenses, at the residence including payment of local calls and long distance official calls. Personal long distance calls shall be billed by the Company to her;
 - (10) Provision of Company maintained car with driver for official use;

The logo for Godrej, featuring the word "Godrej" in a stylized, cursive script font.

- (11) Such other perquisites and allowances as per the policies/ Rules of the Company in force and/or as may be approved by the Board from time to time;
- (12) Reimbursement of all actual expenses or charges incurred by her for and on behalf of the Company in furtherance of its business or objectives.

Explanation

- (a) For the purpose of Leave Travel Concession and reimbursement of medical and hospitalisation expenses, 'family' means the spouse, dependent parents and dependent children.
 - (b) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- (5) The appointment is terminable by giving three months' notice in writing on either side.

Accordingly, the Directors commend the Resolution to the Members for their acceptance.

A copy of the Agreement is available for inspection during business hours on any working day at the Registered Office of the Company.

Mr. Vijay Mohan Crishna, being the father of the appointee may be deemed to be concerned with or interested in the Resolution. None of the other Directors is concerned or interested in the Resolution.

Item No. 2

The Members will be informed that in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, they had at the Annual General Meeting of the Company held on 15th September, 2014, appointed M/s. P D Dani & Co., Cost Accountants, as the Cost Auditor to audit the cost records of the following businesses of the Company namely Precision Engineering, Precision Systems and Construction (civil construction contracts), for the financial year 2014-15, at a remuneration of Rs. 14.50 lac, exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit.

The Members will be further informed that the Government of India in the Ministry of Corporate Affairs had vide Gazette Notification No. GSR 01(E) dated 1st January, 2015, issued the Companies (Cost Records and Audit) Amendment Rules, 2014 (the Rules). Rule 3 of the Rules requires companies engaged in the production of goods or providing services, having an overall turnover from all its products and services of Rs. 35 crore (Rupees Thirty Five Crore) or more during the immediately preceding financial year, to include cost records for such products or services in their books of account, to be categorised in terms of the industry/sector/ product/ services, in terms of the Central Excise Tariff Act, 1985 (CETA). Rule 4(2) of the Rules requires every company falling in non-regulated sectors to get its cost records audited in accordance with the Rules if the overall annual turnover of the company from all its products and services during the immediately preceding financial year is Rs. 100 crore (Rupees One Hundred Crore) or more and the aggregate turnover of the individual product or products or service or services for which cost records are required to be maintained under Rule 3 is Rs. 35 crore (Rupees Thirty Five Crore) or more. Based on the Rules, it

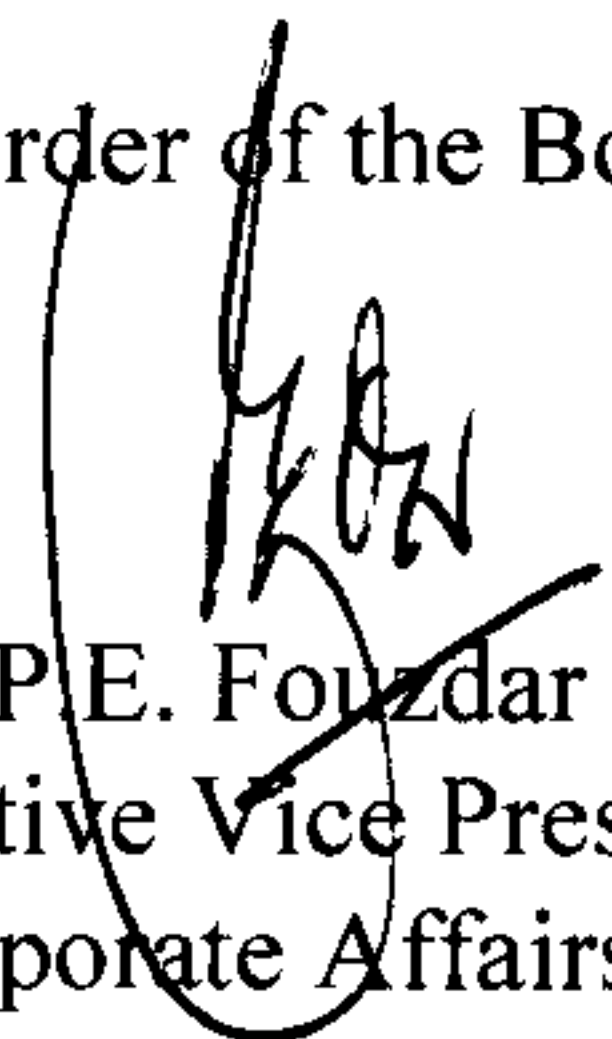
The logo for Godrej, featuring the word "Godrej" in a stylized, cursive script font.

would necessitate the appointment of M/s. P D Dani & Co., Cost Accountants, as the Cost Auditor to conduct audit of the cost records of the Company for the financial year 2014-15 in relation to the businesses falling under the CETA classification.

On the recommendation of the Audit Committee at its meeting held on 7th February, 2015, the Board has approved the appointment of M/s. P D Dani & Co., Cost Accountants, as the Cost Auditor of the Company for the financial year 2014-15 at the same remuneration of Rs. 14.50 lac, exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit of the products relating to the following businesses of the Company namely Precision Engineering, Precision Systems, Construction, Electricals & Electronics and Security Solutions. The appointment and remuneration of the Cost Auditor is required to be ratified by the Members of the Company in accordance to the provisions of the Companies Act, 2013 and the Rules.

Accordingly, the Directors commend the Ordinary Resolution to the Members for their acceptance.

By Order of the Board


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

Mumbai, 23rd February, 2015

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