

FORM DPT-1

CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS

[Pursuant to section 73 (2)(a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014]

I. GENERAL INFORMATION

- a. Name, address, website and other contact details of the Company :
GODREJ AND BOYCE MANUFACTURING CO. LTD.
Address of Registered Office/H.O.: Pirojshanagar, Vikhroli, Mumbai 400 079
Tel No: Direct: 022 - 6796 5134 / 6796 5144 / 6796 5109. Board: 6796 5656 / 6796 5959
Fax: 022 - 6796 1518 E-mail: deposits@godrej.com Website : www.godrej.com
CIN : U28993MH1932PLC001828
- b. Date of incorporation of the Company: 3rd March, 1932
- c. Business carried on by the Company and its subsidiaries with the details of branches or units, if any :
- I. The Company is engaged in the business of:

CONSUMER DURABLES: Refrigerators, Washing Machines, Air Conditioners, Microwave Ovens, Home Safes, Home Storwels, Furniture & Interiors, Mattresses, Locks, Latches & Door Accessories, Cash Boxes & Coffers, Laboratory Furniture, Healthcare Furniture, Video Door Phones, Vending Machines & Premixes and Consumer Batteries.

OFFICE EQUIPMENT: Office Furniture and Storage Systems, Seating & Desking Systems, Computer Furniture, Open Plan Office Systems, Filing Cabinets & Recording Systems, Audio-Visual Solutions, Safes, Strongroom Doors, Safe Deposit Lockers, Burglary and Fire Resisting Record/ Filing Cabinets, Marine Doors / Hatches, Electronic Security Systems and Premises Security Solutions.

INDUSTRIAL PRODUCTS: Forklift Trucks, Warehousing Equipment, Multiflex & Heavy Duty Storage Systems, Workshop Equipment, Process Plant & Equipment, Precision Toolings & Components/Equipment, Compressed Air Control Systems, Compressors, Power Distribution Systems, Industrial Electronics & Automation, and Specialised and General Purpose Electric Motors.

The Company is also engaged in the business of Ready Mix Concrete, Property Development, Construction & Real Estate Services, Turnkey Electrical/ MEP/ Power Infrastructure/ Renewable Energy Contracts, Energy Conservation and Green Building Consultancy Services, Calibration and Testing Services.

II. Business carried on by the subsidiaries of the Company :

GODREJ INFOTECH LTD.	:	ERP Software Consultancy & Implementation Services
GODREJ INFOTECH AMERICAS INC.	:	ERP Software Consultancy & Implementation Services
GODREJ INFOTECH (SINGAPORE) PTE. LTD.	:	ERP Software Consultancy & Implementation Services
LVD GODREJ INFOTECH NV	:	ERP Software Consultancy & Implementation Services
GODREJ (MALAYSIA) SDN. BHD.	:	Investment Holding Company
GODREJ (SINGAPORE) PTE. LTD.	:	Steel Furniture and Equipment
J T DRAGON PTE. LTD.	:	Investment Holding Company
GODREJ (VIETNAM) CO. LTD.	:	Steel Furniture and Security Equipment
VEROMATIC INTERNATIONAL BV.	:	Table Top Hot and Cold Vending Machines
BUSBAR SYSTEMS (INDIA) LTD.	:	HV/ MV Busbar Systems
MERCURY MANUFACTURING CO. LTD:	:	Manufacture and Export of Steel Office Furniture/ Equipment
GODREJ AMERICAS INC.	:	Marketing and Sale of Industrial Products
INDIA CIRCUS RETAIL PVT. LTD.	:	On line and of line sale of home décor products
GODREJ INDUSTRIES LTD.	:	Oleo Chemicals, Surfactants, Finance & Investment, Estate Management
GODREJ AGROVET LTD.	:	Animal Feeds, Agricultural Inputs, Vegetable Oils
GODREJ SEEDS & GENETICS LTD.	:	Trading in various types of seeds

GODVET AGROCHEM LTD.	:	Animal Feeds, Agricultural Inputs, etc
ASTEC LIFESCIENCES LTD.	:	Agrochemicals
BEHRAM CHEMICALS PVT. LTD.	:	Agrochemicals
ASTEC EUROPE SPRL	:	Product Registration of Agrochemicals in Europe
COMERCIALIZADORA AGRICOLA	:	
AGROASTRACHEM CIA LTDA	:	Product Registration of Agrochemicals in Bagola, Columbia
CREAMLINE DAIRY PRODUCTS LTD.	:	Processing of Milk and Manufacturing of Milk Products
NAGAVALLI MILKLINE PVT. LTD.	:	Procurement and Selling of Milk
NATURES BASKET LTD.	:	Gourmet Food Retail through its offline and online stores
ENSEMBLE HOLDINGS & FINANCE LTD.	:	Finance and Investment
GODREJ INTERNATIONAL LTD., Isle of Man	:	International Trading in Vegetable Oils
GODREJ INTERNATIONAL LTD., Labuan	:	International Trading in Vegetable Oils
GODREJ INTERNATIONAL TRADING & INVESTMENTS PTE. LTD., Singapore	:	International Trading in Vegetable Oils
GODREJ CONSUMER PRODUCTS LTD. (GCPL)	:	Manufacture and marketing of Household & Personal Care Products

III. The following subsidiaries of GCPL are in the business of Household and Personal Care Products:

GODREJ SOUTH AFRICA (PROPRIETARY) LTD., GODREJ GLOBAL MID EAST FZE, GODREJ HOUSEHOLD PRODUCTS LANKA (PRIVATE) LTD., GODREJ HOUSEHOLD PRODUCTS (BANGLADESH) PVT. LTD., GODREJ CONSUMER PRODUCTS (UK) LTD., COSMETICA NACIONAL, PLASTICOS NACIONAL, KINKY GROUP (PROPRIETARY) LTD., GODREJ NIGERIA LTD., PT MEGASARI MAKMUR, PT INTRASARI RAYA, PT EKAMAS SARIJAYA, PT INDOMAS SUSEMI JAYA, PT SARICO INDAH, PANAMAR PRODUCCIONESS S.A., ARGENCOS S.A., LABORATORIA CUENCA S.A, DECIRAL S.A., ISSUE GROUP BRAZIL LTD., CONSELL S.A., SUBINITE PTY LTD., LORNA NIGERIA LTD., HAIR TRADING (OFFSHORE) S. A. L., WEAVE MOZAMBIQUE LIMITADA, STYLE INDUSTRIES LTD., SIGMA HAIR IND LTD., FRIKA WEAVE (PTY) LTD., WEAVE GHANA LTD., DARLING TRADING CO. MAURITIUS LTD., BELEZA MOZAMBIQ LDA, CHARM INDUSTRIES LTD., GODREJ HAIR CARE NIGERIA LTD., GODREJ HOUSEHOLD INSECTICIDE NIGERIA LTD., HAIR CREDENTIALS ZAMBIA LTD., GODREJ HAIR WEAVE NIGERIA LTD., STYLE INDUSTRIES UGANDA LTD., OLD PRO INTERNATIONAL INC, STRENGTH OF NATURE SOUTH AFRICA PROPRIETARY LTD., STRENGTH OF NATURE LLC, CANON CHEMICALS LTD.

The following other subsidiary companies of GCPL are all Investment / Trademarks Holding Companies:

GODREJ CONSUMER PRODUCTS MAURITIUS LTD., GODREJ CONSUMER PRODUCTS HOLDING (MAURITIUS) LTD., GODREJ CONSUMER PRODUCTS BANGLADESH LTD., GODREJ MAURITIUS AFRICA HOLDINGS LTD., GODREJ WEST AFRICA HOLDINGS LTD., GODREJ CONSUMER INVESTMENTS (CHILE) SPA, GODREJ HOLDINGS (CHILE) LIMITADA, GODREJ NETHERLANDS BV, GODREJ CONSUMER PRODUCTS DUTCH COOPERATIEF UA, GODREJ CONSUMER PRODUCTS (NETHERLANDS) BV, GODREJ CONSUMER HOLDINGS (NETHERLANDS) BV, WEAVE TRADING MAURITIUS PVT. LTD., DGH PHASE TWO MAURITIUS PVT. LTD., GODREJ TANZANIA HOLDINGS LTD., DGH TANZANIA LTD., GODREJ EAST AFRICA HOLDINGS LTD., GODREJ UK LTD., INDOVEST CAPITAL LTD., WEAVE IP HOLDING MAURITIUS PVT. LTD., GODREJ INDONESIA IP HOLDINGS LTD., DGH ANGOLA (Formerly GODREJ MEGASARI HOLDINGS LTD), GODREJ AFRICA HOLDINGS LTD., GODREJ MID EAST HOLDING LTD., GODREJ CONSUMER PRODUCTS US HOLDING LTD., GODREJ SON HOLDINGS INC.

IV. The following other subsidiary companies are all engaged in the business of Real Estate and Property Development :

GODREJ PROPERTIES LTD., GODREJ REAL ESTATE PVT. LTD., GODREJ REALTY PVT. LTD., HAPPY HIGHRISES LTD., GODREJ BUILDCON PVT. LTD., GODREJ PROJECTS DEVELOPMENT PVT. LTD., GODREJ LANDMARK REDEVELOPERS PVT. LTD., GODREJ REDEVELOPERS (MUMBAI) PVT. LTD., GODREJ GREEN HOMES LTD., GODREJ HOME DEVELOPERS PVT. LTD., GODREJ HILLSIDE PROPERTIES PVT. LTD., GODREJ GARDEN CITY PROPERTIES PVT. LTD., GODREJ

GREENVIEW HOUSING PRIVATE LIMITED, GODREJ HIGHRISES PROPERTIES PRIVATE LIMITED, WONDER PROJECTS DEVELOPMENT PRIVATE LIMITED

V. The following other subsidiary companies are all engaged in the business of Facility Management :

GODREJ PRAKRITI FACILITIES PRIVATE LIMITED, GODREJ ONE PREMISES MANAGEMENT PRIVATE LIMITED, GODREJ GENESIS FACILITIES MANAGEMENT PRIVATE LIMITED

VI. The following other subsidiary companies are engaged in the business of Financial Advisory Services and Fund Management Activities :

GODREJ INVESTMENT ADVISERS PRIVATE LIMITED, GODREJ FUND MANAGEMENT PTE LTD

The Company has Branch Offices/ Retail Stores at Ahmedabad, Bangalore, Bhopal, Bhubaneswar, Chandigarh, Chennai, Coimbatore, Guwahati, Hyderabad, Jaipur, Kochi, Kolkata, Lucknow, Mumbai, Delhi, NCR, Patna, Pune, Raipur, Ranchi, Visakhapatnam and Vijayawada.

d. Brief particulars of the management of the Company :

The Company is managed by the Chairman & Managing Director, Executive Directors and a team of professional managers, subject to the superintendence, control and direction of the Board of Directors.

e. Names, addresses, DIN and occupations of the Directors :

Name	Address	DIN	Occupation
Mr. J. N. Godrej (Chairman & Managing Director)	Godrej & Boyce Mfg. Co. Ltd., Pirojshanagar, Vikhroli, Mumbai 400 079	00076250	Industrialist
Mr. A. B. Godrej	Godrej Industries Ltd., Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400 079	00065964	Industrialist
Mr. N. B. Godrej	Godrej Industries Ltd., Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400 079	00066195	Industrialist
Mr. V. M. Crishna [Executive Director (Lawkim Motors Group)]	A-261 Grand Paradi, Off A. K. Marg, Mumbai 400 026	00066267	Industrialist
Mr. K. N. Petigara	801 Citadel, 18B Ruparel Marg, Malabar Hill, Mumbai 400 006	00066162	Business
Mr. P. P. Shah	72A Embassy Apartments, 46 Napean Sea Road, Mumbai 400 026	00066242	Investment Advisor
Mrs. A. Ramachandran	2401-2402, 'A' Wing, Raheja Atlantis, Ganpatrao Kadam Marg, Worli Naka, Mumbai 400 018	00118188	Human Resource Consultant
Mr. P. D. Lam (Executive Director)	Godrej & Boyce Mfg. Co. Ltd., Pirojshanagar, Vikhroli, Mumbai 400 079	00066218	Company Director
Mr. K. A. Palia [Executive Director (Finance)]	Godrej & Boyce Mfg. Co. Ltd., Pirojshanagar, Vikhroli, Mumbai 400 079	00281971	Company Director
Mr. A. G. Verma	Godrej & Boyce Mfg. Co. Ltd.,	02366334	Company Director

(Executive Director & President)	Pirojshanagar, Vikhroli, Mumbai 400 079		
Mr. N. J. Godrej (Executive Director)	Godrej & Boyce Mfg.Co.Ltd., Pirojshanagar, Vikhroli, Mumbai 400 079	03049821	Company Director
Mr. K. M. Elavia	2A, Anand Bhavan, 36th Road, Near National College, Bandra (West), Mumbai 400 050	00003940	Chartered Accountant

f. Management's perception of risk factors:

Godrej & Boyce has been in the consumer durables segment for more than 100 years and enjoys a strong brand image and recall with its customers. This segment faces intense price competition and volatility in commodity & exchange rates. Management believes that improvement in the economic scenario will benefit the Company in terms of revenue growth, however the segment will continue to remain competitive. Growth in industrial segment will remain muted till the large industrial clients quoted increase their investment gradually as the economic scenario improves, both at domestic and global levels. This might impact the profitability in short run, however, the management believes that Company's cash accruals will remain healthy over the medium term, driven by its diversified revenue profile and increasing contribution of stable lease rental and dividend income, supported by comfortable gearing and debt protection metrics. Further, its healthy equity portfolio and valuable real assets holding will continue to support its strong financial flexibility.

g. Details of default, including the amount involved, duration of default and present status, in repayment of –

- i) statutory dues - NIL
- ii) debentures and interest thereon - NIL
- iii) loan from any bank or financial institution and interest thereof - NIL

2. PARTICULARS OF THE DEPOSIT SCHEME

- a. Date of passing of Board Resolution: 26th August, 2016
- b. Date of passing of Resolution in the general meeting authorizing the invitation of such deposits : 9th June 2014
- c. Type of deposits, i.e., whether secured or unsecured: UNSECURED
- d. Amount which the Company can raise by way of deposits as per the Companies Act, 2013 (the Act) and the Rules made thereunder, and the aggregate of deposits actually held on the last day of the immediately preceding financial year and on the date of issue of the Circular or advertisement and amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months:
 - i) Amount which the Company can raise by way of deposits as per the Act and the Rules made thereunder, on the basis of the Balance Sheet as at 31st March, 2016:

Deposits from Public	: Rs. 768.64 crore
Deposits from Shareholders (Members)	: <u>Rs. 307.46 crore</u>
Total	: <u>Rs. 1,076.10 crore</u>
 - ii) Aggregate of deposits actually held as at 31st March, 2016 : Rs 826.09 crore
 - iii) Aggregate of deposits on the date of issue of the circular: Rs. 810.79 crore (25th August, 2016)
 - iv) Amount of deposits Company can raise in the financial year 2016-17: upto Rs. 1076.10 crore [item d(i)].
 - v) Amount of deposits repayable / renewable in the current financial year 2016-17: As at 31st March, 2016, Deposits from Public : Rs. 144.51 crore and Deposits from Shareholders : Rs. 90.65 crore.
- e. Terms of raising of deposits (with effect from 1st October, 2016)

- i) Interest on Deposits from Public :
 - (1) Fixed Deposit from Employees, Retired Employees, and Spouses of Deceased Employees /Deceased Retired Employees (Duration 3 Years) @ 8.75% p.a. payable at the end of each calendar month and on maturity.
 - (2) Fixed Deposit from Public (Duration 3 Years) @ 8.50% p.a. payable half-yearly on 30th September, 31st March and on maturity.
 - ii) Interest on Deposits from Shareholders (Duration 3 Months) @ 8.75% p.a. payable at the end of each calendar month and on maturity.
 - iii) Mode of payment and repayment: Payment of interest and principal will be made by direct credit in sole/first-named depositor's bank account through NECS/NEFT.
- f. Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid: The Company accepts/renews deposits from public. This is a statutory advertisement issued by the Company, pursuant to Section 73 (2) (a) and Section 76 of the Companies Act, 2013 read with Rule 4 (1) and 4 (2) of Companies (Acceptance of Deposits) Rules, 2014, and shall be effective from 1st October, 2016. This advertisement issued shall be valid till 30th September, 2017 or the date of the Company's next Annual General Meeting, whichever is earlier.
- g. Reasons or objects of raising the deposits: Source of medium term finance for the business of the Company.
- h. Credit rating obtained:
 Name of the Credit Rating Agencies: CRISIL Limited
 Rating obtained: FAA+/Stable
 Meaning of the rating obtained: High degree of safety regarding timely servicing of financial obligations. Such rated instruments carry very low credit risk.
 Date on which rating was obtained: 26th August,2016
- i. Extent of deposit insurance: NIL since not available.
 Name of the Insurance Company: N.A.
 Terms of the insurance coverage: N.A.
 Duration of coverage: N.A.
 Extent of coverage: N.A.
 Procedure for claim in case of default etc.: N.A.
- j. Short particulars of the charge created or to be created for securing such deposits, if any: Not applicable as the deposits are unsecured.
- k. Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons. : Members can place as Members' Deposits for a period of 3 months, and their interest rate would be same as that payable to Fixed Deposits from Employees, Retired Employees, and Spouses of Deceased Employees / Deceased Retired Employees, but would be different from that compared with Fixed Deposits from Public.

3. DETAILS OF ANY OUTSTANDING DEPOSITS (as at 25th August, 2016)

- a. Amount Outstanding : Rs. 810.79 crore
- b. Date of acceptance : Over the last 3 years
- c. Total amount accepted (Net) : Rs.810.79 crore
- d. Rate of interest : In the range of 9% pa to 10.25% pa
- e. Total number of depositors : 26,809
- f. Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved: NIL
- g. Any waiver by the depositors, of interest accrued on deposits: No

4. FINANCIAL POSITION OF THE COMPANY

- a. Profits of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement:

For the Financial Year ended	Profit before Exceptional Items & Taxes	Profit before Taxes	Profit after Taxes
	(Rs.in Crore)	(Rs.in Crore)	(Rs.in Crore)
31st March, 2014	363.55	448.49	352.42
31st March, 2015	253.94	567.15	511.74
31st March, 2016	275.91	353.39	329.85

- b. Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid)

For the Financial Year ended	Dividends	Interest Coverage Ratio
31st March, 2014	2300%	4.89
31st March, 2015	3000%	3.88
31st March, 2016	3200%	3.19

- c. A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement:

Liabilities	(Rs.in Crore)			Assets	(Rs.in Crore)		
	As at 31 st March, 2016	As at 31 st March, 2015*	As at 31 st March, 2014*		As at 31 st March, 2016	As at 31 st March, 2015*	As at 31 st March, 2014*
Share Capital	6.63	6.63	6.63	Non-Current Assets	3,683.77	3,473.72	3,009.51
Reserves & Surplus	3,424.52	3,371.51	2,846.85	Current Assets	4,629.36	4,309.57	3,858.51
Non-Current Liabilities	1,505.82	701.91	730.54				
Current Liabilities	3,376.16	3,703.24	3,284.00				
Total	8,313.13	7,783.29	6,868.02	Total	8,313.13	7,783.29	6,868.02

*Previous years' figures have been regrouped/ rearranged wherever necessary

- d. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement:

		For the Financial Year ended (Rs. In Crore)		
		31 st March 2016	31 st March 2015	31 st March 2014
i)	Cash flows from operating activities	398.83	94.49	77.58
ii)	Cash flows from investing activities	(229.70)	(290.33)	(190.29)
iii)	Cash flows from financing activities	(64.82)	200.89	113.90
iv)	Net increase/(decrease) in cash and cash equivalents	104.31	5.05	1.19

- e. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company: No change in the accounting policies

5. A DECLARATION BY THE DIRECTORS THAT-

- a. the Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on;
- b. the Board of Directors have satisfied themselves fully with respect to the affairs and prospects of the Company and that they are of the opinion that having regard to the estimated future financial position of the Company, the Company will be able to meet its liabilities as and when they become due and that the Company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
- c. the Company has complied with the provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder;
- d. the compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government;
- e. the deposits accepted by the Company before the commencement of the Act have been repaid (or will be repaid along with interest thereon on maturity and until they are repaid, they shall be treated as unsecured and ranking pari passu with other unsecured liabilities).
- f. In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
- g. the deposits shall be used only for the purposes indicated in the Circular or circular in the form of advertisement;
- h. the deposits accepted by the Company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the company.

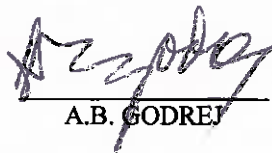
6. **DISCLAIMER:** It is to be distinctly understood that filing of circular or circular in the Form of Advertisement with the Registrar should not in any way be deemed or construed that the same has been cleared or approved by the Registrar or Central Government. The Registrar or Central Government does not take any responsibility either for the financial soundness of any deposit scheme for which the deposit is being accepted or invited or for the correctness of the statements made or opinions expressed in the circular in the Form of Advertisement. The depositors should exercise due diligence before investing in the deposits schemes.

This Circular is issued on the authority and in the name of the Board of Directors of the Company, the text hereof has been approved by the Board of Directors at its meeting held on 26th August, 2016 and a copy thereof, signed by a majority of the Directors of the Company, has been filed with the Registrar of Companies, Maharashtra.

BY ORDER OF THE BOARD



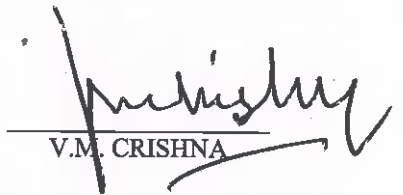
J. N. GODREJ



A.B. GODREJ



N.E. GODREJ



V.M. CRISHNA



K. N. PETIGARA




P.P. SHAH



P.D. LAM



K.A. PALIA



A. RAMACHANDRAN



A.G. VERMA



N.J. GODREJ



K. M. ELAVIA

Mumbai, 26th August, 2016