

**TERMS AND CONDITIONS GOVERNING THE FIXED DEPOSIT SCHEME****Period: 3 years ☆ Rate of Interest: 8.50% p.a. for General Public
(8.75% for Employee, Retired Employees, and Spouses of - Employees/Deceased Retired Employees)****APPLICATIONS**

- Deposits will be accepted ONLY FROM RESIDENT INDIVIDUALS HAVING THE INCOME-TAX PAN, all applicants are mandatorily required to furnish Income-Tax PAN. Deposits on behalf of a minor will be accepted through his / her guardian, who must sign the Application Form.
- Applications in the prescribed form should be lodged ONLY at the Company's Registered Office or Mumbai (Fort) Office, accompanied by a crossed "Account Payee" cheque or a bank draft drawn in favour of "GODREJ & BOYCE MFG. CO. LTD." and payable at Mumbai.
- TO PREVENT FRAUDULENT ENCASHMENT OF CHEQUES, AND TO FACILITATE CREDIT THROUGH NECS / NEFT, APPLICANTS ARE MANDATORILY REQUIRED TO GIVE DETAILS OF THE BANK ACCOUNT (INCLUDING MICR CODE) OF THE SOLE / FIRST-NAMED DEPOSITOR, INTO WHICH THE INTEREST AND REFUND WILL BE CREDITED. APPLICATIONS WITHOUT THIS INFORMATION WILL BE DEEMED INCOMPLETE AND ARE LIABLE TO BE REJECTED.
- In case of multiple deposits of a depositor, only one bank mandate will be accepted and the latest bank mandate will overwrite the previous mandate and would be applicable to all existing deposits held by the depositor under his/her depositor code.
- Signatures must be in English, Gujarati, Hindi or Marathi; signatures in any other language or thumb impressions must be attested by a Magistrate or Notary Public or Special Executive Officer under his / her official seal.
- Please furnish your Tel No. and E-mail id for all routine communication.

MINIMUM AMOUNT

- The minimum amount of Deposit acceptable will be Rs. 25,000 for General Public and Rs. 40,000 for Employees, Retired Employees, and Spouses of - Deceased Employees/Deceased Retired Employees. Higher amounts will be accepted in multiples of Rs. 1,000.

PERIOD AND INTEREST

- The Deposit will be accepted for a period of 3 YEARS ONLY.
- The rate of interest payable on the Deposit will be 8.50% per annum, payable half-yearly on September 30 and March 31 each year, and on maturity. However, if the Sole/First Depositor is an Employee of the Company, or a Retired Employee of the Company, or the Spouse of a Deceased Employee/Deceased Retired Employee of the Company, the rate of interest payable will be 8.75% per annum payable at the end of each calendar month, and on maturity. Interest will be calculated on a 365/366 days factor basis from the date of realisation of the cheque / draft.
- Interest will cease on the date of maturity. Notice of the due date will be recorded upon the receipt to enable the Depositor to either receive payment of the amount due or to arrange for the renewal of the Deposit. The Company will not be bound to give intimation of maturity of the Deposit.
- All unclaimed interest and/or Fixed Deposit for more than seven years, shall be transferred by the Company to the credit of Investor Education and Protection Fund established by the Government of India, and no claim from a depositor shall lie against the Fund or the Company in respect of any such claims.
- Interest will be paid by NECS / NEFT at Mumbai, in favour of the sole/first-named depositor.

INCOME TAX

- Income-tax, wherever applicable will be deducted at source from interest in accordance with the provisions of the Income-tax Act, 1961. At present, tax is deductible if the aggregate amount of interest (i.e. the amount of total interest payable to any depositor on deposit/s where his/her name appears first) payable, during a financial year exceeds Rs. 5,000/-, and quarterly TDS certificates will be issued for the financial year.
- The first-named depositor will be regarded as the beneficial owner after clubbing all deposits the person has in his/her capacity as the first named depositor, and will be treated as the payee for purpose of deduction of income-tax at source, and his / her income-tax PAN must be mentioned in the application form.
- If the depositor is not liable to pay income tax and the interest to be paid/credited in a financial year does not exceed the minimum amount which is not chargeable to income tax, the depositor may submit a declaration in Form No. 15G or 15H so that income tax is not deducted at source.

JOINT DEPOSITS

- Joint Deposits may be made in two or three names, provided the second / third applicant is not a minor.
- In case of joint Deposits, all correspondence will be addressed only to the person whose name appears first on the Deposit Receipt. ALL PAYMENT OF INTEREST AND REPAYMENT OF PRINCIPAL AMOUNT WILL BE IN FAVOUR OF THE FIRST-NAMED DEPOSITOR. ANY DISCHARGE GIVEN BY EITHER / ANY OF THE DEPOSITORS FOR PAYMENT OF INTEREST OR REPAYMENT OF PRINCIPAL AMOUNT SHALL BE VALID AND BINDING ON ALL OTHER JOINT DEPOSITORS.
- In the event of the death of the first-named Depositor the payments of interest and the repayment of the principal amount will be made to the person in order of the survivor(s) on production of a death certificate without reference to the heir(s) and / or legal representative(s) of the deceased. In the event of the death of the sole Depositor, the Deposit amount together with the interest due thereon will be paid to the legal representative(s) of the deceased on production of proper legal representation such as Probate of Will, Succession Certificate or Letters of Administration granted by a Court of Competent Jurisdiction and having effect in Mumbai.

DEPOSIT RECEIPTS

- The Deposit Receipts will be forwarded at the address given in the Application Form within a period of twenty one days from the date receipt of money or realization of cheque or date of renewal, provided renewal request is received by us atleast fifteen days in advance.
- Deposit Receipts are not transferable.
- In the event of loss, destruction or mutilation of the Deposit Receipt, the Company may, at its sole discretion, issue a duplicate Receipt on such reasonable terms as to indemnity and / or otherwise as it may think fit. All expenses incurred in this connection will be borne by the Depositor(s).

BROKERAGE

- Brokerage will be paid by the Company only to the Authorised Managers to the Fixed Deposit Scheme, whose name and address appear on the Application Form as per the Companies (Acceptance of Deposits) Rules, 2014, as applicable. However no brokerage will be payable on deposits received from employees, retired employees or spouses of deceased employees/deceased retired employees of the Company, and now renewed under such category.

RENEWAL / REPAYMENT

- Deposit Receipt issued by the Company must be duly discharged on the requisite revenue stamp and lodged with the Company at least fifteen days prior to date of maturity to enable the Company to renew or refund the Deposit, as the case may be, on the due date. In case of renewal, a renewal form duly filled in should accompany the said discharged Receipt. Renewal of Deposit will be solely at the discretion of the Company. Where the Deposit Receipt is not presented for renewal on or before the due date the Depositor will not be entitled to interest after the date of maturity.
- Repayment of the principal amount will be made by NECS / NEFT at Mumbai, in favour of the sole/first-named depositor.
- Where the due date of any payment falls on a Saturday, Sunday, Bank Holiday or any other day on which office of the Company remains closed, the payment will be made on the next working day.
- Deposits will be repaid only on maturity, however as per the statute, no pre-mature withdrawal of deposits is allowed within a period of less than six months from the date of acceptance or renewal of such deposit.
- For pre-mature withdrawal of deposits after the expiry of a period of six months from the date of such deposit, the Company may at its sole discretion allow such withdrawal subject to such terms including reduction in the rate of interest as the Company may stipulate and further subject to any statutory regulations. For such cases the deposit receipt must be discharged by all the joint holders along with an application for pre-mature withdrawal signed by all of them.

NOMINATION

- Nomination facility (optional) is available to the sole Depositor, and to joint Deposits involving not more than two applicants. The nominee must be a Resident Indian individual; an NRI cannot be nominated. A minor can also be nominated; however, in such a case, the sole applicant / the two joint applicants should appoint a guardian other than himself / themselves. In the event of the death of the Depositor(s), the Company will deal with the nominee, or the appointed guardian till the minor nominee attains majority, as the case may be. Nominations stand rescinded upon repayment / renewal of Deposits, and has to be done afresh on renewal.

GENERAL

- The Company will not recognise or accept any lien or assignment of Deposit or interest thereon.
- Notification to the Company regarding change of address, tax exemption, etc. must be lodged at least 45 days before the date on which interest falls due.
- The Company will not be responsible for delays or loss in postal transit of Deposit Receipts and cheques sent to the Depositors. In the event of loss of cheques, duplicates will be issued on such reasonable terms as to indemnity and otherwise as the Company may think fit.
- Deposits are unsecured and are subject to the Companies (Acceptance of Deposits) Rules, 2014 and other applicable rules or regulations for the time being in force.
- Deposits are subject to Mumbai jurisdiction.
- The Company reserves the right:
 - to alter or amend without notice any or all the terms and conditions stipulated above
 - to vary the terms and conditions of Deposits
 - to discontinue acceptance of Deposits at any time at its discretion
 - to reject any application for fresh Deposit or for renewal, without assigning any reason.
- These terms and conditions form a part of the prescribed Application Form.
- The "Circular Inviting Deposits as per the provisions of the Companies (Acceptance of Deposits) Rules, 2014", is enclosed herewith and forms part of this Renewal Form.



NOMINATION (OPTIONAL) FORM for deposit in NOT MORE THAN TWO NAMES

(Where the Deposit is made in the name of a minor, the Nomination should be signed by a person lawfully entitled to act on behalf of the minor)

I / We nominate the following person to whom in the event of my / our death, the amount of this Deposit may be returned by the company:																								
Name of the Nominee																								
Address Line 1																								
Address Line 2																								
Address Line 3																								
City					Pin					Relationship with Sole/First Depositor														
Tel.					Mobile					Email														
Date of Birth (if Minor*)										Age														
*As the nominee is a minor (age below 18 years) on this date, I/We appoint (Name, Address & Age):																								
Name:																								
Address Line 1																								
Address Line 2																								
Address Line 3																								
City					Pin					Age														
Tel.					Mobile					Email														
As a guardian to receive the amount of the deposit and Interest thereon on behalf of the minor nominee, in the event of the death of the depositor's During the minority of the nominee.																								
Signatures of Applicant(s) for Nomination																								
															Place									
															Date									
Sole/First Applicant												Second Applicant												
Name and Addresses of two Witnesses is compulsory, whether nominee is major or minor																				Signature of two Witnesses				
Name 1.																								
Address																								
Name 2.																								
Address																								



FIXED DEPOSIT SCHEME

CRISIL FAA + / Stable Indicates High Safety

APPLICATION FORM FOR RENEWAL OF FIXED DEPOSIT FOR 3 YEARS @ 8.50% P.A. FOR GENERAL PUBLIC AND 8.75 % P.A. FOR EMPLOYEES, RETIRED EMPLOYEES AND SPOUSES OF - DECEASED EMPLOYEES / DECEASED RETIRED EMPLOYEES

(Please write in BLOCK LETTERS and check [X] the appropriate box)

SECTION I: Please check [X] the appropriate box

From : Income Tax - PAN :
Type :
Receipt No. :
Amount (Rs.) :
Date of Maturity :
Depositor Code :

We send herewith the aforesaid Fixed Deposit Receipt, duly discharged, for Renewal:
[] @ 8.50% p.a., for members of the General Public
For Deposit of Rs. 25,000 or more payable on September 30 and March 31 each year, and on maturity.
[] @ 8.75% p.a., for Employees, Retired Employees, and Spouses of - Deceased Employees/Deceased Retired Employees
For Deposit of Rs. 40,000 or more, payable at the end of each calendar month, and on maturity.

Submission of Form 15G / 15H (Tick appropriate box), (Refer clause 13, 14 & 15 of Terms & Conditions)

- 1. Tax to be deducted [] Yes [] No
2. If tax not to be deducted (a) [] (i) Form 15G (For Age below 60 years) OR Form 15H (For Age 60 years and above) enclosed [Select (a) or (b)] (ii) Age 80 years or more [] Yes [] No
(b) [] Form 15G / 15H already submitted for the current Financial Year continues to be valid to cover this investment

SECTION II A: Existing Details of Joint Holders, PAN, and Bank A/c.

SECTION II B: To be filled up ONLY if there is any change in the above mentioned details given in section II A.

Form with fields for SURNAME, FIRST NAME, MIDDLE NAME, PAN, SECOND APPLICANT, THIRD APPLICANT, DATE OF BIRTH OF SOLE / FIRST APPLICANT, ADDRESS OF THE SOLE / FIRST APPLICANT, SOLE / FIRST APPLICANT'S BANK ACCOUNT DETAILS, Pin, Mobile, City, Tel., E-mail.

CATEGORY OF SOLE / FIRST APPLICANT (please check [X] only one category and filled in the relevant information)

[] PUBLIC [] Employee* [] Retired Employee* [] Spouse of - Deceased Employee / Deceased Retired Employee**
* Salary Code ** Employee's Name
*** Division / Department / Branch

DECLARATION

SIGNATURE (S) OF APPLICANT (S)

I / We declare that this Deposit is not made out of funds acquired by me / us by borrowing or by accepting deposits from any other person(s). I / We am / are person(s) resident in India within the definition of Section 2(v) of the Foreign Exchange Management Act, 1999, and am / are not depositing this amount as nominees of any non-residents. I / We declare that the first-named Depositor mentioned hereinabove is the beneficial owner of this Deposit, and as such he / she should be treated as the payee for the purpose of deduction of tax under Section 194-A of the Income-tax Act, 1961. I / We confirm that the Company has furnished to me / us the particulars required to be given as per the Companies (Acceptance of Deposits) Rules, 2014. I / We declare that what is stated by me / us in this application is true and correct.

Sole/First Applicant (Guardian in case of Minor)
Second Applicant
Third Applicant
Place Date

FOR OFFICE USE ONLY

Depositor Code Category verified by Checked by Authorised by
Renewed FDR No.

ACKNOWLEDGEMENT SLIP

Godrej & Boyce Mfg. Co. Ltd.
Fixed Deposit Section, Plant 11, 3rd Floor, Pirojshanagar, Vikhroli, Mumbai 400 079.
☎ 67965134 / 67965144 / 67965109 (Direct), 6796 5656 / 6796 5959 (Ext. 5134/5144/5109)
☆ Fax: 6796 1518 ☆ E-mail: deposits@godrej.com
Mumbai (Fort) Office: Godrej Bhavan, 4-A Home Street, Fort, Mumbai 400 001 ☎6636 5822

Received with thanks from Mr. / Ms
(Depositor Code) Fixed Deposit Renewal Application Form Along with the
Fixed Deposit Receipt No. for Rs.
Maturing on
Dated:



Dear Depositor,

Sub.: RENEWAL OF YOUR FIXED DEPOSIT

Your Fixed Deposit matures for renewal / repayment on the date mentioned above.

DEPOSITS FROM PUBLIC:

Under the Company's Fixed Deposit Scheme, the Company accepts / renews deposits from members of the general public for a minimum amount of Rs. 25,000 for a period of 3 YEARS carrying INTEREST @ 8.50% PER ANNUM, PAYABLE ON SEPTEMBER 30 AND MARCH 31 EACH YEAR, AND ON MATURITY.

DEPOSITS FROM EMPLOYEES, RETIRED EMPLOYEES, AND SPOUSES OF - DECEASED EMPLOYEES / DECEASED RETIRED EMPLOYEES:

Under the Company's Fixed Deposit Scheme, the Company accepts / renews deposits from Employees, Retired Employees, and Spouses of - Deceased Employees / Deceased Retired Employees for a minimum amount of Rs. 40,000 for a period of 3 YEARS carrying INTEREST @ 8.75% PER ANNUM, payable AT THE END OF EACH CALENDAR MONTH AND ON MATURITY.

IF YOU ARE A MEMBER OF THE GENERAL PUBLIC:

If you wish to renew your deposit, please return the attached Application Form duly along with your Fixed Deposit Receipt, Duly discharged on the reverse thereof. These should be submitted at the Company's Registered Office (Fixed Deposit Section, Plant 11, 3rd Floor, Pirojshanagar, Vikhroli, Mumbai 400079); or at its Mumbai (Fort) Office; or at the Offices of any of the following Managers to the Fixed Deposit Scheme:

- 1. POWER PUSHER FINANCIAL SERVICES LLP.**
306, M. B. House, 3rd floor, 79 Janmabhoomi Marg, Mumbai 400 001. ☎ 2284 6520-22 / 6635 5542
- 2. JM FINANCIAL SERVICES LTD.**
3&4, Kamanwala Chambers, Ground floor, Sir P. M. Road, Fort, Mumbai 400 001. ☎ 2266 5577 / 6136 3400
- 3. BAJAJ CAPITAL LTD.**
Agra Building., 7/9 Oak Lane, Near Motwane Marg, Fort, Mumbai 400 023. ☎ 6637 6995-99 / 6634 555
- 4. FRAMROZ & SONS**
Hamam House, 2nd floor, Ambalal Doshi Marg, Fort, Mumbai 400 023. ☎ 2265 6327 / 2265 2621 / 6631 1285-87
- 5. HDFC SECURITIES LTD.**
Office floor 8, 'I Think' Bldg., Jolly Board Campus, Kanjurmarg (East), Mumbai 400 042. ☎ 30753431 / 30753440
- 6. BLUECHIP CORPORATE INVESTMENT CENTRE LTD.**
101, 1ST Floor, Majithia Chambers, Abdul Razzak Allana Marg, Fort, Mumbai 400 001. ☎ 2266 9033 / 9034
- 7. TATA CAPITAL FINANCIAL SERVICES LTD.**
One Forbes, Dr V B Gandhi Marg, Fort, Mumbai 400 001 ☎ 6182 8282
- 8. ICICI SECURITIES LTD.**
Shree Sawan Knowledge Park, Gr. Floor, Plot No. D-507, T.T.C Industrial Area, M.I.D.C, Turbhe, Navi Mumbai 400 705 ☎ 4070 1000 / 4070 1564
- 9. INTEGRATED ENTERPRISES (INDIA) LTD.**
59, Sonawala Bldg., Ground Floor, Mumbai Samachar Marg, Opp: BSE, Fort, Mumbai 400 023.
☎ 22662825 / 22662728
- 10. KOTAK SECURITIES LTD.**
3RD Floor, Nirlon House, Near Old Passport Office, Dr. Annie Besant Road, Worli, Mumbai 400030.
☎ 67409708 / 22655084 / 22655074

If, however, you wish to withdraw the Fixed Deposit, please return your Fixed Deposit Receipt duly discharged on the requisite revenue stamp, fifteen days prior to the date of maturity, for repayment.

IF YOU ARE AN EMPLOYEE, A RETIRED EMPLOYEE, OR THE SPOUSE OF - DECEASED EMPLOYEE / DECEASED RETIRED EMPLOYEE:

If you wish to renew your deposit, please return the attached Application Form duly completed, along with your Fixed Deposit Receipt duly discharged. In particular, please ensure that relevant details of the Employee / Deceased Employee / Retired Employee like salary code and department are duly filled in. These should be submitted ONLY at the Company's Registered Office (Fixed Deposit Section, Plant 11, 3rd Floor, Pirojshanagar, Vikhroli, Mumbai 400079), or at the Mumbai (Fort) Office.

If, however, you wish to withdraw the Fixed Deposit, please return your Fixed Deposit Receipt duly discharged on the requisite revenue stamp, fifteen days prior to the date of maturity, for repayment

We send you herewith a copy of the terms and conditions on which Fixed Deposits from public are accepted / renewed by the Company, together with the text of the particulars to be furnished as per the Companies (Acceptance of Deposits) Rules, 2014, as amended upto date.

To prevent fraudulent encashment of cheques and to facilitate credit through NECS / NEFT, applicants are mandatorily required to give details of the Bank Account (including MICR / IFSC code) of the sole / first-named Depositor, into which the Interest and Refund will be credited. Applications without this information will be deemed incomplete and are liable to be rejected.

If you are not liable to pay income-tax, and the interest to be paid / credited in a financial year exceeds Rs. 5,000, you may submit a declaration in Form No. 15G so that income-tax is not deducted at source. Senior citizens (who are of the age of sixty years or more) may submit a declaration in Form No. 15H. MENTION OF A VALID INCOME-TAX PAN IS MANDATORY IN BOTH THESE FORMS.

Nomination facility (optional) is available in respect of Deposits involving not more than two applicants. The nominee must be a Resident Indian individual; an NRI cannot be nominated. A minor can also be nominated; however, in such a case, the sole applicant / the two joint applicants should appoint a guardian other than himself / themselves. In the event of the death of the Depositor(s), the Company will deal with the nominee, or the appointed guardian till the minor nominee attains majority, as the case may be. Nominations stand rescinded upon repayment / renewal of Deposits.

Please note that all unclaimed interest and/or Fixed Deposit for more than seven years, shall be transferred by the Company to the credit of Investor Education and Protection Fund established by the Government of India, and no claim from a depositor shall lie against the Fund or the Company in respect of any such claims.

Thanking you,

Yours faithfully,
For GODREJ & BOYCE MFG. CO. LTD.P. S. Mistry
Associate Chief Manager (Corporate Finance)*Note: This is a Computer-generated letter and hence does not require any signature*



Circular inviting Deposits as per the provisions of the Companies (Acceptance of Deposits) Rules, 2014, as amended upto date, are as under:

1. GENERAL INFORMATION

a. Name, address website and other contact details of the company :
GODREJ AND BOYCE MANUFACTURING CO. LTD.
 CIN : U28993MH1932PLC001828
 Address of Registered Office/ H.O : Pirojshanagar, Vikhroli, Mumbai 400079
 Tel No: 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

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 Decor 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 Argochemicals in Eurpoe
COMERCIALIZADORA AGRICOLA AGROSTRACHEM CIA LTDA	:	Product Registration of Argochemicals 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, 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 LANDCON PVT. LTD., GODREJ PROJECTS DEVELOPMENT PVT. LTD., GODREJ BUILDMARK 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 PVT. LTD., GODREJ HIGHRISES PROPERTIES PVT. LTD., WONDER PROJECTS DEVELOPMENT PVT. LTD.,

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

GODREJ PRAKRITI FACILITIES PVT. LTD., GODREJ ONE PREMISES MANAGEMENT PVT. LTD., GODREJ GENESIS FACILITIES MANAGEMENT PVT. LTD.

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

GODREJ INVESTMENT ADVISERS PVT. LTD., 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 400079	00076250	Industrialist
Mr. A. B. Godrej	Godrej Industries Ltd., Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400079	00065964	Industrialist
Mr. N. B. Godrej	Godrej Industries Ltd., Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400079	00066195	Industrialist
Mr. V. M. Crishna [Executive Director (Lawkim Motors Group)]	A-261 Grand Paradi, Off A. K. Marg, Mumbai 400026	00066267	Industrialist
Mr. K. N. Petigara	801 Citadel, 18B Ruparel Marg, Malabar Hill, Mumbai 400006	00066162	Business
Mr. P.P. Shah	72A Embassy Apartments, 46 Napean Sea Road, Mumbai 400026	00066242	Investment Advisor
Mrs. A. Ramachandran	2401-2402, 'A' Wing, Raheja Atlantis, Ganpatrao Kadam Marg, Opp. Nerolac House, Worli Naka, Mumbai 400018	00118188	Human Resource Consultant
Mr. P.D. Lam (Executive Director)	Godrej & Boyce Mfg Co Ltd., Pirojshanagar, Vikhroli, Mumbai 400079	00066218	Company Director
Mr. K.A. Palia (Executive Director (Finance))	Godrej & Boyce Mfg Co Ltd., Pirojshanagar, Vikhroli, Mumbai 400079	00281971	Company Director
Mr. A.G. Verma (Executive Director & President)	Godrej & Boyce Mfg Co Ltd., Pirojshanagar, Vikhroli, Mumbai 400079	02366334	Company Director
Mr. N.J. Godrej (Executive Director)	Godrej & Boyce Mfg Co Ltd., Pirojshanagar, Vikhroli, Mumbai 400079	03049821	Company Director
Mr. K.M. Elavia	2A, Anand Bhavan, 36th Road, Near National College, Bandra (West), Mumbai 400050	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

- 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:

(Rs. In Crore)							
Liabilities	As at 31 st March, 2016	As at 31 st March, 2015*	As at 31 st March, 2014*	Assets	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		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
ii) 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 deposit 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
Managing Director

Mumbai, 26th August, 2016

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. i) Amount which the Company can raise by way of deposits as per the Act, 2013 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) : Rs. 307.46 crore
 - Total : Rs. 1,076.10 crore
- 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:

(Rs. In Crore)			
For the Financial Year Ended	Profit before Exceptional Items and Taxes	Profit before Taxes	Profit after Taxes
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