

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of Godrej & Boyce Manufacturing Company Limited will be held on Wednesday, 22nd, March, 2017 at 10:00 a.m. at Godrej Bhavan, 4A Home Street, Fort, Mumbai 400 001 to transact the following business:

SPECIAL BUSINESS

- 1. Approve the transfer of shares of Godrej Consumer Products Limited to Godrej Seeds and Genetics Ltd., without consideration:**

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval of the Company be and is hereby granted to transfer 9,35,00,000 equity shares of face value of Re.1 each in Godrej Consumer Products Limited to Godrej Seeds and Genetics Ltd., without consideration.

FURTHER RESOLVED THAT Mr. J. N. Godrej, Chairman & Managing Director, Mr. A G Verma, Executive Director & President, Mr. P. K. Gandhi, Chief Financial Officer and Mr. P. E. Fouzdar, Executive Vice President (Corporate Affairs) & Company Secretary, be and they are hereby severally authorised to do such acts, deeds, matters and things and execute all such deeds, documents and undertakings as may be necessary for giving effect to the above Resolution.”

- 2. Approve the transfer of shares of Godrej Industries Ltd. to Vora Soaps Ltd., without consideration:**

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval the Company be and is hereby granted to transfer 19,39,04,681 equity shares of face value of Re. 1 each in Godrej Industries Limited to Vora Soaps Ltd., without consideration.


FURTHER RESOLVED THAT Mr. J. N. Godrej, Chairman & Managing Director, Mr. A G Verma, Executive Director & President, Mr. P. K. Gandhi, Chief Financial Officer and Mr. P. E. Fouzdar, Executive Vice President (Corporate Affairs) & Company Secretary, be and they are hereby severally authorised to do such acts, deeds, matters and things and execute all such deeds, documents and undertakings as may be necessary for giving effect to the above Resolution.”



NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business mentioned under Item Nos. 1 and 2 as set out in the Notice 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 SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- Proxies submitted on behalf of the limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
- (c) The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form is annexed to this Notice marked as Enclosure 1.
- (d) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, upto the date of the Extraordinary General Meeting.
- (e) Corporate Members intending to send their authorized representatives to attend the Extraordinary General Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

By Order of the Board


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

Mumbai, 21st March, 2017

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 & 2 of the accompanying Notice dated 21st March, 2017.

The Members are informed that:

- The Company has significant business activities through its 14 operating business divisions. It also holds promoter stake in listed Godrej Group companies including Godrej Consumer Products Limited (“GCPL”) and Godrej Industries Limited (“GIL”). The Godrej Family directly and through a family owned investment holding company- Godrej Investments Private Limited holds approximately 76.79% equity shares of the Company. The balance 23.21% equity shares of the Company is held by Pirojsha Godrej Foundation, a Public Charitable Trust.
- The Company is an operating cum holding company of the Group having significantly large business operations with a turnover of approximately Rs. 9,000 crore and also financial assets in the form of shares of Godrej Group Companies. It is considered desirable to segregate financial assets and operating assets to unlock the value of the Company and accordingly, it is proposed to transfer such financial assets in the form of shares of GCPL and GIL to two separate companies owned by the Godrej Family and a philanthropic Trust (in the same proportion as the existing holding of the Company), without consideration.
- The primary benefit of the proposed restructuring of investment holdings is that it would greatly enhance the Company’s flexibility for any future corporate action. The Company is not expected to monetize these assets as the investments represent the promoter holding in these strategically important Group companies and retaining them is essential to maintain control over such companies. Given its current structure, actions such as an IPO, public listing of any individual business division, or a strategic partner coming on board, would be relatively difficult and expensive to implement especially if the Company holds large investments in other Group companies.

In the circumstances, the Members will be requested to consider, and, if thought fit, approve the transfer of shares of GCPL and GIL to Godrej Seeds and Genetics Ltd. and Vora Soaps Ltd., respectively, without consideration.



Godrej & Boyce Mfg. Co. Ltd.

Regd. Office: Pirojshanagar,
Vikhroli, Mumbai 400 079, India
Tel: +91-22-6796 1700 / 1800
Info@godrej.com
www.godrej.com
CIN U28993MH1932PLC001828

A majority of the Directors of the Company present and voting at the Board Meeting held on 21st March, 2017, commend the Resolutions as set out in the Notice of this Meeting, for acceptance.

Mr A B Godrej, Mr J N Godrej, Mr N B Godrej and Mr V M Crishna being the members of the Godrej Family and as Shareholders of the Company as well as shareholders of Godrej Seeds and Genetics Ltd. and Vora Soaps Limited are deemed to be concerned/interested in the above Resolutions. No other Director or Key Managerial Personnel of the Company or their relatives are in any way, concerned with or interested, financially or otherwise, in the said Resolutions at Item No. 1 & 2 of the accompanying Notice.

By Order of the Board


P.E. Kouzdar

Executive Vice President
(Corporate Affairs) &
Company Secretary

Mumbai, 21st March, 2017
Registered Office:
Pirojshanagar, Vikhroli,
Mumbai 400 079.



GODREJ & BOYCE MFG. CO. LTD.

Regd. Office: Pirojshanagar, Vikhroli, Mumbai 400 079

CIN: U28993MH1932PLC001828

Tel: (022) 67961700, 6796 1800; Fax: (022) 6796 1518; Website: <http://www.godrej.com>

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Folio No.:

Names(s) & Registered Address of the Member:

I/We being the holders of _____ shares of the above named Company hereby appoint

(1) Name:
Address:
E-mail:

or failing him/her

(2) Name:
Address:
E-mail:

as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, 22nd March, 2017 at 10:00 a.m. at Godrej Bhavan, 4A Home Street, Fort, Mumbai 400 001, and at any adjournment thereof in respect of such resolution as indicated below:

SPECIAL BUSINESS

1. Approve the transfer of shares of Godrej Consumer Products Limited to Godrej Seeds and Genetics Ltd., without consideration.
2. Approve the transfer of shares of Godrej Industries Ltd. to Vora Soaps Ltd., without consideration.

Signed this _____ day of _____ 2017

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy

- Note: 1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. The Proxy-holder is required to carry an identity proof at the time of attending the meeting.

MAP FOR THE VENUE OF THE EXTRAORDINARY GENERAL MEETING

