

**TRANSCRIPT**  
**OF THE PROCEEDINGS OF THE**  
**EXTRAORDINARY GENERAL MEETING**  
**OF THE MEMBERS OF**  
**GODREJ & BOYCE MFG. CO.LTD.**  
**HELD ON**  
**FRIDAY, 17<sup>TH</sup> APRIL, 2020**  
**AT 11:00 A.M.**  
**THROUGH THE MEDIUM OF**  
**VIDEO CONFERENCING**  
**VIA**  
**MICROSOFT TEAMS**

**MR. J.N. GODREJ SAID:**

“It gives me great pleasure to welcome you all to this Extraordinary General Meeting of the Company. In view of the current unusual circumstances due to the pandemic caused by COVID-19 prevailing in the country, requiring social distancing, the Company is conducting this Extraordinary General Meeting through video conferencing pursuant to General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs”

“Mr. A.B. Godrej, Mr. P.P. Shah, Mrs. A. Ramachandran, Mr. A.G. Verma and Mr. N.J. Godrej, Directors of the Company, are unable to attend this Extraordinary General Meeting since they have other business commitments at this time.”

“Consent of Shareholders (to the extent of 96.90%) was received by the Company for sending the Notice of the Extraordinary General Meeting less than 21 days before the date of the Meeting, pursuant to sub-clause (a) of clause (ii) of the first proviso to Section 101(1) of the Companies Act, 2013.”

“Accordingly, the Notice of the Meeting was sent on email to all the Members and I would like to state that 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.”

“I propose the Notice convening the Meeting may, with the permission of the Members, be taken as read.”

**ALL MEMBERS SAID:**

“Yes. We have read the Notice.”

**MR. B.M.WADIA SAID:**

“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 SAID:**

“I will now proceed to take up the Special Business mentioned in the Notice of this Extraordinary General Meeting.”

“I would like to inform all the Members that since I am deemed interested in the Resolution No.1, which concerns my re-appointment as Managing Director of the Company, it is necessary to elect one of the Directors present at the Meeting, as the Chairman of the Meeting and conduct the proceedings thereof, in terms of Article 95 of the Articles of Association of the Company.”

**MRS. NYRIKA HOLKAR SAID:**

“I propose that Mr. K.M. Elavia be appointed as the Chairman of the Meeting, in view of the fact that Mr. J.N. Godrej is deemed interested in Resolution no. 1.”

**MR. B.M. WADIA SAID:**

“I second the proposal made by Mrs. Nyrika Holkar.”

Thereafter, Mr. K.M. Elavia took the Chair and commenced the proceedings of the Meeting.

**MR. K.M. ELAVIA SAID:**

- 1. Resolution No. 1: Re-appointment of and remuneration payable to Mr. J.N. Godrej (DIN 00076250), Managing Director of the Company:**

**MRS. S.G. CRISHNA SAID:**

“I propose Resolution No. 1.”

**MRS. NYRIKA HOLKAR SAID:**

“I second the Resolution.”

**MR. K.M. ELAVIA SAID:**

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

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

“I now request Mr. J.N. Godrej to Chair the Meeting and proceed to take up the remaining items of Special Business.”

**MR. J.N. GODREJ SAID:**

“Thank you Keki.”

- Resolution No. 2: Re-appointment of and remuneration payable to Mr. V.M. Crishna (DIN: 00066267), Whole-time Director of the Company:**

**MR. N.B. GODREJ SAID:**

“I propose Resolution No. 2.”

**MR. B.M. WADIA SAID:**

“I second the Resolution.”

**MR. J.N. GODREJ SAID:**

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

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

**Resolution No. 3: Re-appointment of and remuneration payable to Mr. A.G. Verma (DIN: 02366334), Whole-time Director of the Company:**

**MR. J.N. GODREJ SAID:**

“I propose Resolution No. 3.”

**MRS. NYRIKA HOLKAR SAID:**

“I second the Resolution.”

**MR. J.N. GODREJ SAID:**

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

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

**Resolution No. 4: Re-appointment of and remuneration payable to Mrs. Nyrika Holkar (DIN: 07040425), Whole-time Director of the Company:**

**MR. N.B. GODREJ SAID:**

“I propose Resolution No. 4.”

**MR. B.M. WADIA SAID:**

“I second the Resolution.”

**MR. J.N. GODREJ SAID:**

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

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

“With this, we conclude the Special Business of this EGM.”

**MR. B.M. WADIA SAID:**

“I thank the Chairman, Mr. J.N. Godrej for conducting the Extraordinary General Meeting.”