



**KALIDAS VANJPE**  
B. Com (Hons), LL.B (G), F.C.S  
Practising Company Secretary  
Corporate Legal Consultant

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307, Dev Milan, Near Tip Top Plaza, L B S Marg, Thane-400 604  
Cell: 99202 71677 \* e-mail: kalidasvanjpe@gmail.com \* www.kalidasvanjpe.com

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September, 28, 2021

Mr. J. N. Godrej  
Chairman  
Godrej & Boyce Mfg. Co. Ltd.  
Pirojshanagar, Vikhroli,  
Mumbai 400 079

Dear Sir,

**Sub: Report on Voting by the Equity Shareholders through poll at the 90th Annual General Meeting of Godrej & Boyce Mfg. Co. Ltd. (the Company) held through video conferencing on Tuesday, 28th September, 2021 at 10.30 a.m.**

The 90th Annual General Meeting of the Company was held on Tuesday, 28th September, 2021 at 10.30 a.m. through video conferencing. At the said Meeting, the Chairman of the Meeting on his own motion and as a Member, demanded poll and accordingly the poll was ordered to be taken. In view of COVID 19 and in accordance with the provisions of General Circular no. 20/2020 dated 5th May, 2020 read with General Circular no. 14/2020 dated 8th April, 2020, the Company designated an email ID (agm2021@godrej.com) for the Members to convey their votes on the four Resolutions placed before the Annual General Meeting.

I, Kalidas Vanjpe, Practising Company Secretary, was appointed as Scrutinizer to scrutinize and report on the poll in a fair and transparent manner, in respect of the Resolutions as set out in the Notice dated 27th August, 2021 of the Annual General Meeting of the Company held on Tuesday, 28th September, 2021. The Company shared the list of Members, their registered email IDs and also gave me access to above-referred designated email ID for opening and scrutinizing the votes cast by the Members through email.

I am giving below summary of votes received in respect of each of the Resolutions. Since the Company has designated an email ID for receiving the votes from the Members, the provisions of handing over the data, registers etc. as mentioned in the Companies (Management and Administration) Rules, 2014, are not applicable



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**Resolution no. 1: To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon**

<b>Category</b>	<b>Members</b>	<b>Shares</b>
For	24	511099
Against	0	0
Invalid	0	0
<b>TOTAL</b>	<b>24</b>	<b>511099</b>

Shares representing the votes polled 'For' the resolution 100% of the shares representing the total votes polled.

**Resolution no. 2 : To appoint a Director in place of Mr. A.B. Godrej (DIN: 00065964) who retires by rotation and, being eligible, offers himself for re-appointment.**

<b>Category</b>	<b>Members</b>	<b>Shares</b>
For	24	511099
Against	0	0
Invalid	0	0
<b>TOTAL</b>	<b>24</b>	<b>511099</b>

Shares representing the votes polled 'For' the resolution 100% of the shares representing the total votes polled.

**Resolution no. 3: To appoint a Director in place of Mrs. Nyrika Holkar (DIN: 07040425), who retires by rotation and, being eligible, offers herself for re-appointment.**

<b>Category</b>	<b>Members</b>	<b>Shares</b>
For	24	511099
Against	0	0
Invalid	0	0
<b>TOTAL</b>	<b>24</b>	<b>511099</b>

Shares representing the votes polled 'For' the resolution 100% of the shares representing the total votes polled.



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**Resolution no. 4: To ratify the remuneration payable to the Cost Auditors for the financial year 2021-22**

Category	Members	Shares
For	24	511099
Against	0	0
Invalid	0	0
TOTAL	24	511099

Shares representing the votes polled 'For' the resolution 100% of the shares representing the total votes polled.

Thanking you,  
Yours truly,

**Kalidas Vanjpe**  
Practising Company Secretary  
Membership no. FCS7132

**For Godrej & Boyce Mfg. co. Ltd.**

JAMSHYD  
NAOROJI  
GODREJ

Digitally signed by  
JAMSHYD NAOROJI  
GODREJ  
Date: 2021.09.28  
18:59:01 +05'30'

**J. N. Godrej**  
Chairman and Managing Director  
DIN: 00076250  
Place: Mumbai