

**GODREJ & BOYCE MFG. CO. LTD**  
**EXTRACT OF ANNUAL RETURN IN FORM MGT-9**  
**AS ON THE FINANCIAL YEAR ENDED ON 31.03.2020**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS:**

|     |   |  |
|-----|---|--|
| i   | CIN   | U28993MH1932PLC001828  |
| ii  | Registration Date   | 03/03/1932   |
| iii | Name of the Company   | GODREJ & BOYCE MANUFACTURING COMPANY LIMITED   |
| iv  | Category/Sub-category of the Company                                    | COMPANY LIMITED BY SHARES/ INDIAN NON- GOVERNMENT COMPANY  |
| v   | Address of the Registered office and contact details                    | PIROJSHANAGAR, VIKHROLI, MUMBAI- 400 079<br>Email: info@godrej.com<br>Tel: 022 67965656/5959<br>Fax: 022 6796 1518<br>Website: http://www.godrejandboyce.com   |
| vi  | Whether listed company (Yes/No)   | NO   |
| vii | Name , Address & Contact details of Registrar & Transfer Agent, if any. | COMPUTECH SHARECAP LIMITED<br>147, MAHATMA GANDHI ROAD, 3RD FLOOR, FORT, MUMBAI- 400 001<br>Email: helpdesk@compu-techsharecap.in<br>Tel: 022 22635000/01<br>Fax: 022-22635005<br>Website: http://www.compu-techsharecap.com |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

| Sl. No. | Name and Description of main products/services   | NIC Code of the Product /service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1       | Domestic electric appliances such as refrigerators, washing machines and airconditioners | 27501, 28192                     | 34.85%                             |
| 2       | Furniture  | 31003                            | 20.07%                             |
| 3       | Electricals & Electronics  | 422, 432                         | 7.55%                              |
| 4       | Storage and warehousing  | 52109                            | 7.09%                              |
| 5       | Locks  | 25934                            | 6.16%                              |
| 6       | Process Equipment  | 25119, 25122, 25133, 25999       | 4.97%                              |
| 7       | Material Handling Equipment  | 28162                            | 4.83%                              |
|         | <b>TOTAL</b>   |                                  | <b>85.51%</b>                      |

**III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

| Sl. No. | Name and Address of the Company  | CIN/GLN               | HOLDING/ SUBSIDIARY/ ASSOCIATE                    | % OF SHARES HELD | APPLICABLE SECTION |
|---------|--|-----------------------|---|------------------|--------------------|
| 1       | Godrej Infotech Ltd.<br>Pirojshanagar, Vikhroli, Mumbai  | U32100MH1997PLC106135 | Subsidiary Company                                | 52.06%           | 2(87)              |
| 2       | Godrej (Singapore) Pte. Ltd.<br>11 Lok Yang Way, Jurong,<br>Singapore 628632   | NA                    | Subsidiary Company                                | 100%             | 2(87)              |
| 3       | Veromatic International B.V.<br>Donker Duyvisweg 56;<br>3316 BM Dordrecht,<br>The Netherlands  | NA                    | Subsidiary Company                                | 99.96%           | 2(87)              |
| 4       | Godrej Americas Inc.<br>808 Harris Avenue<br>Austin, Texas, USA 78705  | NA                    | Subsidiary Company                                | 100%             | 2(87)              |
| 5       | Sheetak Inc.<br>4020. S. Industrial Dr, Suite 100,<br>Austin, Texas, 78744 USA   | NA                    | Subsidiary Company                                | 56.51%           | 2(87)              |
| 6       | Godrej Consoveyo Logistics<br>Automation Limited<br>A Wing, 701, Reliable Tech Park, off.<br>Thane, Belapur Road, Airoli, Navi<br>Mumbai Thane- 400708 | U28990MH1996PLC104088 | Associate Company<br>(Joint Venture Company)      | 49%              | 2(6)               |
| 7       | Urban Electric Power Inc.<br>401 N. Middletown Building, 155 Pearl<br>River, NY 10965, USA   | NA                    | Associate Company                                 | 30.22%           | 2(6)               |
| 8       | Godrej Infotech Americas Inc.<br>1019, Classic Road, Apex, NC 27539  | NA                    | Subsidiary of Godrej Infotech Limited             | Nil              | 2(87)              |
| 9       | Godrej Infotech (Singapore) Pte. Ltd.<br>11, Lok Yang Way, Singapore –   | NA                    | Subsidiary of Godrej Infotech Limited             | Nil              | 2(87)              |
| 10      | LVD Godrej Infotech N.V.<br>Hondschotestraat, 8560, Gullegem   | NA                    | Subsidiary of Godrej Infotech Limited             | Nil              | 2(87)              |
| 11      | JT Dragon Pte. Ltd.<br>11, Lok Yang Way, Jurong, Singapore<br>628632   | NA                    | Subsidiary of Godrej (Singapore) Pte.<br>Ltd.     | Nil              | 2(87)              |
| 12      | Godrej UEP (Singapore) Pte. Ltd.<br>11, Lok Yang Way, Singapore 628632   | NA                    | Subsidiary of Godrej (Singapore) Pte.<br>Ltd.     | Nil              | 2(87)              |
| 13      | Godrej (Vietnam) Co. Ltd.<br>10 Tu Do Avenue, Vietnam Singapore<br>Industrial Park, Binh Hoa Ward, Thuan<br>An Town, Binh Duong Province,<br>Vietnam   | NA                    | Subsidiary of J.T. Dragon Pte. Ltd.               | Nil              | 2(87)              |
| 14      | Godrej UEP Private Limited<br>Plant 11, Pirojshanagar, Vikhroli West,<br>Mumbai- 400 079   | U74999MH2017FTC300414 | Subsidiary of Godrej UEP (Singapore)<br>Pte. Ltd. | Nil              | 2(87)              |
| 15      | Godrej & Khimji (Middle East) LLC<br>P.O Box: 45, Road 2A, Sohar Industrial<br>Estate, Sohar, Sultanate of Oman,<br>Postal Code- 327                   | NA                    | Associate of Godrej (Singapore) Pte.<br>Ltd.      | Nil              | 2(6)               |
| 16      | Parazelus Orient Limited<br>British Virgin Islands*  | NA                    | Associate of Godrej (Singapore) Pte.<br>Ltd.      | Nil              | 2(6)               |

\* Ceased as an Associate of Godrej (Singapore) Pte. Ltd. w.e.f 23rd January, 2020

IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

(i) CATEGORY-WISE SHARE HOLDING

| Category of Shareholders  | No. of Shares held at the beginning of the year |                 |                 |                   | No. of Shares held at the end of the year |                 |                 |                   | % Change during the year |
|---|---|-----------------|-----------------|-------------------|---|-----------------|-----------------|-------------------|--------------------------|
|   | Demat   | Physical        | Total           | % of Total Shares | Demat                                     | Physical        | Total           | % of Total Shares |                          |
| <b>A. Promoters</b>   |   |                 |                 |                   |   |                 |                 |                   |                          |
| <b>(1) Indian</b>   |   |                 |                 |                   |   |                 |                 |                   |                          |
| a) Individual/HUF   | 5,09,048  | 1,506           | 5,10,554        | 75.25             | 5,10,554                                  | 0               | 5,10,554        | 75.25             | 0                        |
| b) Central Govt.  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| c) State Govt(s)  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| d) Bodies Corp.   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| e) Banks/FI   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| f) Any other...   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| <b>Sub-total(A)(1):</b>   | <b>5,09,048</b>                                 | <b>1,506</b>    | <b>5,10,554</b> | <b>75.25</b>      | <b>5,10,554</b>                           | <b>0</b>        | <b>5,10,554</b> | <b>75.25</b>      | <b>0</b>                 |
| <b>(2) Foreign</b>  |   |                 |                 |                   |   |                 |                 |                   |                          |
| a) NRI - Individuals  | 10,380  | 0               | 10,380          | 1.53              | 10,380                                    | 0               | 10,380          | 1.53              | 0                        |
| b) Other - Individuals  |   | 0               | 0               | 0                 |   | 0               | 0               | 0                 | 0                        |
| c) Bodies Corp.   |   | 0               | 0               | 0                 |   | 0               | 0               | 0                 | 0                        |
| d) Banks/FI   |   | 0               | 0               | 0                 |   | 0               | 0               | 0                 | 0                        |
| e) Any other...   |   | 0               | 0               | 0                 |   | 0               | 0               | 0                 | 0                        |
| <b>Sub-total(A)(2):</b>   | <b>10,380</b>                                   | <b>0</b>        | <b>10,380</b>   | <b>1.53</b>       | <b>10,380</b>                             | <b>0</b>        | <b>10,380</b>   | <b>1.53</b>       | <b>0</b>                 |
| <b>Total Shareholding of Promoter</b>   |   |                 |                 |                   |   |                 |                 |                   |                          |
| <b>(A)= (A)(1)+(A)(2)</b>   | <b>5,19,428</b>                                 | <b>1,506</b>    | <b>5,20,934</b> | <b>76.78</b>      | <b>5,20,934</b>                           | <b>0</b>        | <b>5,20,934</b> | <b>76.78</b>      | <b>0</b>                 |
| <b>B. PUBLIC SHAREHOLDING</b>   |   |                 |                 |                   |   |                 |                 |                   |                          |
| <b>(1) Institutions</b>   |   |                 |                 |                   |   |                 |                 |                   |                          |
| a) Mutual Funds   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| b) Banks/FI   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| C) Central Govt   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| d) State Govt(s)  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| e) Venture Capital Funds  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| f) Insurance Companies  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| g) FIIs   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| h) Foreign Venture Capital Funds  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| i) Others (specify)   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| <b>Sub-total(B)(1):</b>   | <b>0</b>  | <b>0</b>        | <b>0</b>        | <b>0</b>          | <b>0</b>                                  | <b>0</b>        | <b>0</b>        | <b>0</b>          | <b>0</b>                 |
| <b>(2) Non - Institutions</b>   |   |                 |                 |                   |   |                 |                 |                   |                          |
| a) Bodies Corp.   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| i) Indian   | 11  | 0               | 11              | 0                 | 11  | 0               | 11              | 0                 | 0                        |
| ii) Overseas  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| b) Individuals  | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh           | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 0   | 1,57,500        | 1,57,500        | 23.21             | 0   | 1,57,500        | 1,57,500        | 23.21             | 0                        |
| c) Others (specify)   | 0   | 0               | 0               | 0                 | 0   | 0               | 0               | 0                 | 0                        |
| <b>Sub-total(B)(2):</b>   | <b>11</b>                                       | <b>1,57,500</b> | <b>1,57,511</b> | <b>23.22</b>      | <b>11</b>                                 | <b>1,57,500</b> | <b>1,57,511</b> | <b>23.22</b>      | <b>0</b>                 |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                               | <b>11</b>                                       | <b>1,57,500</b> | <b>1,57,511</b> | <b>23.22</b>      | <b>11</b>                                 | <b>1,57,500</b> | <b>1,57,511</b> | <b>23.22</b>      | <b>0.00</b>              |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                            | <b>0</b>  | <b>0</b>        | <b>0</b>        | <b>0</b>          | <b>0</b>                                  | <b>0</b>        | <b>0</b>        | <b>0</b>          | <b>0</b>                 |
| <b>Grand Total (A+B+C)</b>  | <b>5,19,439</b>                                 | <b>1,59,006</b> | <b>6,78,445</b> | <b>100.00</b>     | <b>5,20,945</b>                           | <b>1,57,500</b> | <b>6,78,445</b> | <b>100.00</b>     | <b>0</b>                 |

## (ii) SHARE HOLDING OF PROMOTERS (EQUITY SHARES)

| Sl. No. | Shareholder's Name  | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in share holding during the year |
|---------|---|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
|         |   | No. of Shares                             | % of total Shares of the company | % of shares pledged/encumbered to total shares | No. of Shares                       | % of total shares of the company | % of shares pledged/encumbered to total shares |   |
| 1       | Mr. Adi B. Godrej   | 5   | 0.00%                            | 0  | 5                                   | 0.00%                            | 0  | 0.00%                                     |
| 2       | Mr. Adi B. Godrej (Trustee of ABG Family Trust)   | 41,095                                    | 6.06%                            | 0  | 41,095                              | 6.06%                            | 0  | 0.00%                                     |
| 3       | Ms. Tanya A. Dubash   | 6,922                                     | 1.02%                            | 0  | 6,922                               | 1.02%                            | 0  | 0.00%                                     |
| 4       | Ms. Tanya A Dubash (Trustee of TAD Family Trust)  | 14,107                                    | 2.08%                            | 0  | 14,107                              | 2.08%                            | 0  | 0.00%                                     |
| 5       | Ms. Nisaba Godrej   | 6,923                                     | 1.02%                            | 0  | 6,923                               | 1.02%                            | 0  | 0.00%                                     |
| 6       | Ms. Nisaba Godrej (Trustee of NG Family Trust)  | 14,107                                    | 2.08%                            | 0  | 14,107                              | 2.08%                            | 0  | 0.00%                                     |
| 7       | Mr. Pirojsha A. Godrej  | 6,922                                     | 1.02%                            | 0  | 6,922                               | 1.02%                            | 0  | 0.00%                                     |
| 8       | Mr. Pirojsha A. Godrej (Trustee of PG Family Trust)   | 14,107                                    | 2.08%                            | 0  | 14,107                              | 2.08%                            | 0  | 0.00%                                     |
| 9       | Mr. Nadir B. Godrej jointly held with Ms. Rati N. Godrej  | 21,345                                    | 3.15%                            | 0  | 21,345                              | 3.15%                            | 0  | 0.00%                                     |
| 10      | Mr. Nadir B. Godrej (Trustee of NBG Family Trust)   | 32,023                                    | 4.72%                            | 0  | 32,023                              | 4.72%                            | 0  | 0.00%                                     |
| 11      | Mr. Sohrab N. Godrej jointly held with Ms. Rati N. Godrej   | 47  | 0.01%                            | 0  | 47                                  | 0.01%                            | 0  | 0.00%                                     |
| 12      | Mr. Nadir B. Godrej (Trustee of SNG Family Trust)   | 16,892                                    | 2.49%                            | 0  | 16,892                              | 2.49%                            | 0  | 0.00%                                     |
| 13      | Mr. Burjis N. Godrej jointly held with Ms. Rati N. Godrej   | 1,459                                     | 0.22%                            | 0  | 1,459                               | 0.22%                            | 0  | 0.00%                                     |
| 14      | Mr. Nadir B. Godrej (Trustee of BNG Family Trust)   | 15,480                                    | 2.28%                            | 0  | 15,480                              | 2.28%                            | 0  | 0.00%                                     |
| 15      | Mr. Nadir B. Godrej (Trustee of HNG Family Trust)   | 16,939                                    | 2.50%                            | 0  | 16,939                              | 2.50%                            | 0  | 0.00%                                     |
| 16      | Mr. Jamshyd N. Godrej   | 5   | 0.00%                            | 0  | 5                                   | 0.00%                            | 0  | 0.00%                                     |
| 17      | Mr. Jamshyd N. Godrej, Mrs. Pheroza J. Godrej and Mr. Navroze J. Godrej (Trustees of JNG Family Trust)              | 32,710                                    | 4.82%                            | 0  | 32,710                              | 4.82%                            | 0  | 0.00%                                     |
| 18      | Mrs. Pheroza J. Godrej jointly held with Mr. Jamshyd N. Godrej  | 33  | 0.00%                            | 0  | 33                                  | 0.00%                            | 0  | 0.00%                                     |
| 19      | Ms. Raika J. Godrej   | 1   | 0.00%                            | 0  | 1                                   | 0.00%                            | 0  | 0.00%                                     |
| 20      | Mr. Jamshyd N. Godrej, Mrs. Pheroza J. Godrej and Mr. Navroze J. Godrej (Trustees of The Raika Godrej Family Trust) | 10,376                                    | 1.53%                            | 0  | 10,376                              | 1.53%                            | 0  | 0.00%                                     |
| 21      | Mr. Jamshyd N. Godrej, Mrs. Pheroza J. Godrej and Mr. Navroze J. Godrej (Trustees of Raika Lineage Trust)           | 25,342                                    | 3.74%                            | 0  | 25,342                              | 3.74%                            | 0  | 0.00%                                     |
| 22      | Mr. Navroze J. Godrej jointly held with Mr. Jamshyd N. Godrej   | 10,369                                    | 1.53%                            | 0  | 10,369                              | 1.53%                            | 0  | 0.00%                                     |
| 23      | Mr. Navroze J. Godrej jointly held with Mrs. Pheroza J. Godrej and Mr. Jamshyd N. Godrej                            | 10  | 0.00%                            | 0  | 10                                  | 0.00%                            | 0  | 0.00%                                     |
| 24      | Mr. Jamshyd N. Godrej, Mrs. Pheroza J. Godrej and Mr. Navroze J. Godrej (Trustees of Navroze Lineage Trust)         | 25,342                                    | 3.74%                            | 0  | 25,342                              | 3.74%                            | 0  | 0.00%                                     |
| 25      | Mrs. Smita G. Crishna jointly held with Mr. Vijay M. Crishna  | 20  | 0.00%                            | 0  | 20                                  | 0.00%                            | 0  | 0.00%                                     |
| 26      | Ms. Smita G. Crishna, Mr. Vijay M. Crishna and Ms. Nyrika Holkar (Trustees of SGC Family Trust)                     | 35,313                                    | 5.20%                            | 0  | 35,313                              | 5.20%                            | 0  | 0.00%                                     |
| 27      | Mr. Vijay M. Crishna jointly held with Mrs. Smita G. Crishna  | 13  | 0.00%                            | 0  | 13                                  | 0.00%                            | 0  | 0.00%                                     |
| 28      | Mrs. Freyan C. Bieri jointly held with Mrs. Smita G. Crishna  | 10,370                                    | 1.53%                            | 0  | 10,370                              | 1.53%                            | 0  | 0.00%                                     |
| 29      | Mrs. Freyan C. Bieri jointly held with Mrs. Smita G. Crishna and Mr. Vijay M. Crishna                               | 10  | 0.00%                            | 0  | 10                                  | 0.00%                            | 0  | 0.00%                                     |
| 30      | Mrs. Smita G. Crishna, Mrs. Freyan C. Bieri and Mrs. Nyrika Holkar (Trustees of FVC Family Trust)                   | 24,040                                    | 3.54%                            | 0  | 24,040                              | 3.54%                            | 0  | 0.00%                                     |
| 31      | Mrs. Nyrika Holkar jointly held with Mrs. Smita G. Crishna  | 10,381                                    | 1.53%                            | 0  | 10,381                              | 1.53%                            | 0  | 0.00%                                     |
| 32      | Mrs. Smita G. Crishna, Mrs. Freyan C. Bieri and Mrs. Nyrika Holkar (Trustees of NVC Family Trust)                   | 24,040                                    | 3.54%                            | 0  | 24,040                              | 3.54%                            | 0  | 0.00%                                     |
| 33      | Mr. Rishad K. Naoraji   | 1   | 0.00%                            | 0  | 1                                   | 0.00%                            | 0  | 0.00%                                     |
| 34      | Mr. Rishad K. Naoraji, Mr. Nadir B. Godrej and Mrs. Nyrika Holkar, Partners, M/s. RKN Enterprises                   | 1,04,185                                  | 15.36%                           | 0  | 1,04,185                            | 15.36%                           | 0  | 0.00%                                     |
|         | <b>Total</b>  | <b>5,20,934</b>                           | <b>76.78%</b>                    | <b>0</b>                                       | <b>5,20,934</b>                     | <b>76.78%</b>                    | <b>0</b>                                       | <b>0.00%</b>                              |

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING

| Sl. No. | Name | Shareholding                               |                                  | Date | Increase (+)/ Decrease (-) in Shareholding | Reason | Cumulative Shareholding |                                  |
|---------|------|--|----------------------------------|------|--|--------|-------------------------|----------------------------------|
|         |      | No. of Shares at the beginning of the year | % of total shares of the company |      |  |        | No. of shares           | % of total shares of the company |
| NIL     |      |  |                                  |      |  |        |                         |                                  |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs & ADRs):

| Sl. No. | Name of the Top 10 Shareholder   | Shareholding                               |                                  | Date          | Increase (+)/<br>Decrease (-)<br>in<br>Shareholding | Reason | Cumulative Shareholding |                                  |
|---------|--|--|----------------------------------|---------------|---|--------|-------------------------|----------------------------------|
|         |  | No. of Shares at the beginning of the year | % of total shares of the company |               |   |        | No. of shares           | % of total shares of the company |
| 1       | A.F. Golwala & Others, Trustees of Pirojsha Godrej Foundation- a Public Charitable Trust | 1,57,500                                   | 23.21%                           | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 1,57,500                | 23.21%                           |
| 2       | Surveyors & Company Private Limited  | 11   | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 11                      | 0.00%                            |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Name of Director and KMP and their designation   | Shareholding                               |                                  | Date          | Increase (+)/<br>Decrease (-)<br>in<br>Shareholding | Reason | Cumulative Shareholding |                                  |
|---------|--|--|----------------------------------|---------------|---|--------|-------------------------|----------------------------------|
|         |  | No. of Shares at the beginning of the year | % of total shares of the company |               |   |        | No. of shares           | % of total shares of the company |
| 1       | Mr. Jamshyd N. Godrej<br>Chairman & Managing   | 5  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 5                       | 0.00%                            |
| 2       | Mr. Adi B. Godrej<br>Non-Executive Director  | 5  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 5                       | 0.00%                            |
| 3       | Mr. Nadir B. Godrej<br>Non-Executive Director  | 21,345                                     | 3.15%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 21,345                  | 3.15%                            |
| 4       | Mr. Vijay M. Crishna<br>Executive Director   | 13   | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 13                      | 0.00%                            |
| 5       | Mrs. Nyrika Holkar<br>Executive Director   | 10,381                                     | 1.53%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 10,381                  | 1.53%                            |
| 6       | Mr. Navroze J. Godrej<br>Non-Executive Director  | 10,379                                     | 1.53%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 10,379                  | 1.53%                            |
| 7       | Mr. Anil G. Verma<br>Executive Director &  | 0  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 0                       | 0.00%                            |
| 8       | Mr. Kavas N. Petigara<br>Independent Director  | 0  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 0                       | 0.00%                            |
| 9       | Mr. Pradip P. Shah<br>Independent Director   | 0  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 0                       | 0.00%                            |
| 10      | Mrs. Anita Ramachandran<br>Independent Director  | 0  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 0                       | 0.00%                            |
| 11      | Mr. Keki M. Elavia<br>Independent Director   | 0  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 0                       | 0.00%                            |
| 12      | Mr. P.E. Fouzdar<br>Executive Vice President<br>(Corporate Affairs) &<br>Company Secretary | 0  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 0                       | 0.00%                            |
| 13      | Mr. P.K. Gandhi<br>Chief Financial Officer   | 0  | 0.00%                            | 01 April 2019 |   |        |                         |                                  |
|         |  |  |                                  | 31 March 2020 |   |        | 0                       | 0.00%                            |

V INDEBTEDNESS

|  |                                     |                    |               | Rs. In Crore          |
|--|-------------------------------------|--------------------|---------------|-----------------------|
| Indebtedness of the Company including interest outstanding/accrued but not due for payment |                                     |                    |               |                       |
|  | Secured Loans<br>excluding deposits | Unsecured<br>Loans | Deposits      | Total<br>Indebtedness |
| <b>Indebtedness at the beginning of the financial year</b>                                 |                                     |                    |               |                       |
| i) Principal Amount  | 912.78                              | 1,229.43           | 703.35        | 2,845.56              |
| ii) Interest due but not paid  |                                     |                    |               |                       |
| iii) Interest accrued but not due  | 9.95                                | 6.29               | -             | 16.24                 |
| <b>Total (i+ii+iii)</b>  | <b>922.73</b>                       | <b>1,235.72</b>    | <b>703.35</b> | <b>2,861.80</b>       |
| <b>Change in Indebtedness during the financial year</b>                                    |                                     |                    |               |                       |
| > Addition   | 42.39                               | -                  | 145.05        | 187.44                |
| > Reduction  | -                                   | -39.35             | -             | -39.35                |
| <b>Net Change</b>  | <b>42.39</b>                        | <b>-39.35</b>      | <b>145.05</b> | <b>148.09</b>         |
| <b>Indebtedness at the end of the financial year</b>                                       |                                     |                    |               |                       |
| i) Principal Amount  | 955.17                              | 1,190.08           | 848.40        | 2,993.65              |
| ii) Interest due but not paid  |                                     |                    |               |                       |
| iii) Interest accrued but not due  | 2.55                                | 11.30              | -             | 13.85                 |
| <b>Total (i+ii+iii)</b>  | <b>957.72</b>                       | <b>1,201.38</b>    | <b>848.40</b> | <b>3,007.50</b>       |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

| Sl. No. | Particulars of Remuneration   | Name of MD/WTD/Manager |                  |               |               | Total Amount<br>(Rs. In crore) |
|---------|---|------------------------|------------------|---------------|---------------|--------------------------------|
|         |   | Jamyshyd N.<br>Godrej  | Vijay M. Crishna | Anil G. Verma | Nyrika Holkar |                                |
| 1       | Gross salary  |                        |                  |               |               |                                |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961 | 3.74                   | 2.67             | 5.89          | 2.11          | 14.41                          |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                  | 0.11                   | 0.02             | 0.03          | 0.02          | 0.18                           |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961   |                        |                  |               |               |                                |
| 2       | Stock Option  |                        |                  |               |               |                                |
| 3       | Sweat Equity  |                        |                  |               |               |                                |
| 4       | Commission  |                        |                  |               |               |                                |
|         | - as % of profit  |                        |                  |               |               |                                |
|         | - others, specify...  |                        |                  |               |               |                                |
| 5       | Others, please specify  |                        |                  |               |               |                                |
|         | <b>Total (A)</b>  | <b>3.85</b>            | <b>2.69</b>      | <b>5.92</b>   | <b>2.13</b>   | <b>14.58</b>                   |
|         | Ceiling as per the Act  |                        |                  |               |               | <b>39.27</b>                   |

**B. Remuneration to other directors**

| Sl. No. | Particulars of Remuneration                    | Name of Directors |                |                    |                | Total Amount<br>(Rs. In crore) |
|---------|--|-------------------|----------------|--------------------|----------------|--------------------------------|
|         |  | Kavas N. Petigara | Pradip P. Shah | Anita Ramachandran | Keki M. Elavia |                                |
| 1       | Independent Directors                          |                   |                |                    |                |                                |
|         | (a) Fee for attending board/committee meetings | 0.13              | 0.07           | 0.11               | 0.16           | 0.47                           |
|         | (b) Commission                                 | 0.00              | 0.00           | 0.00               | 0.00           | 0.00                           |
|         | (c) Others, please specify                     |                   |                |                    |                |                                |
|         | Total (1)                                      | 0.13              | 0.07           | 0.11               | 0.16           | <b>0.47</b>                    |
| 2       | Other Non-Executive Directors                  |                   |                |                    |                |                                |
|         | (a) Fee for attending                          | 0.06              | 0.05           | 0.03               |                | 0.14                           |
|         | (b) Commission                                 | 0.00              | 0.00           | 0.00               |                | 0.00                           |
|         | (c) Others, please specify                     |                   |                |                    |                | 0.00                           |
|         | Total (2)                                      | 0.06              | 0.05           | 0.03               |                | <b>0.14</b>                    |
|         | <b>Total (B)=(1+2)</b>                         |                   |                |                    |                | <b>0.61</b>                    |
|         | Total Managerial Remuneration                  |                   |                |                    |                | <b>15.19</b>                   |
|         | Overall Ceiling as per the Act.                |                   |                |                    |                | <b>43.20</b>                   |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

| Sl. No. | Particulars of Remuneration   | Key Managerial Personnel |                   |                  | Total Amount<br>(Rs. In crore) |
|---------|---|--------------------------|-------------------|------------------|--------------------------------|
|         |   | CEO                      | Company Secretary | CFO              |                                |
| 1       | Gross Salary  | NA                       | Percy E. Fouzdar  | Purvez K. Gandhi |                                |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 |                          | 2.22              | 2.34             | <b>4.56</b>                    |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                      |                          | 0.01              | 0.00             | <b>0.01</b>                    |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961       |                          |                   |                  |                                |
| 2       | Stock Option  |                          |                   |                  |                                |
| 3       | Sweat Equity  |                          |                   |                  |                                |
| 4       | Commission  |                          |                   |                  |                                |
|         | - as % of profit  |                          |                   |                  |                                |
|         | - others, specify...  |                          |                   |                  |                                |
| 5       | Others, please specify  |                          |                   |                  |                                |
|         | <b>Total</b>  | -                        | <b>2.23</b>       | <b>2.34</b>      | <b>4.57</b>                    |

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/Compounding fees imposed | Authority [RD/NCLT/Court] | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|---------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                           |                                    |
| Penalty                             |                              |                   | NIL  |                           |                                    |
| Punishment                          |                              |                   |  |                           |                                    |
| Compounding                         |                              |                   |  |                           |                                    |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                           |                                    |
| Penalty                             |                              |                   | NIL  |                           |                                    |
| Punishment                          |                              |                   |  |                           |                                    |
| Compounding                         |                              |                   |  |                           |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                           |                                    |
| Penalty                             |                              |                   | NIL  |                           |                                    |
| Punishment                          |                              |                   |  |                           |                                    |
| Compounding                         |                              |                   |  |                           |                                    |