

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED will be held on Tuesday, 23rd day of July, 2019, at 12:00 noon at the Conference Room, 1st Floor, Plant 12, Pirojshanagar, Vikhroli, Mumbai 400 079, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A. G. Verma (DIN 02366334), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. P. K. Gandhi (DIN 00066287), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration payable to the Cost Auditor for the financial year 2019-20 and to consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of Rs. 2,00,000/- (excluding all taxes and reimbursement of out-of-pocket expenses) payable to M/s. P. D. Dani & Associates, Cost Accountants, (Firm Registration No. 000593) appointed by the Board of Directors as the Cost Auditor to conduct the audit of the cost records of the Company in respect of the products of the Company, for the financial year 2019-20, as approved by the Board of Directors, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business mentioned under Item No. 4 as set out in the Notice is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form in Form MGT-11 is annexed to this Annual Report and marked **Annexure I**.

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) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
- (d) M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016), were appointed as the Statutory Auditor of the Company by the Members at the 21st Annual General Meeting (AGM) held on 8th August, 2017 for a term of 5 consecutive years upto the 26th AGM to be held in 2022, subject to ratification by the Members at every AGM.

The first proviso to Section 139 of the Companies Act, 2013 which provided for the ratification of appointment of the Statutory Auditor by the Members at every AGM has been omitted by the Companies Amendment Act, 2017 w.e.f. 7th May, 2018. Hence, the appointment of Statutory Auditor shall continue to be valid till the conclusion of the 5 consecutive AGMs and no ratification of appointment of Statutory Auditor is required at the ensuing AGM. Hence the Resolution to this item is not being included in the Notice to the AGM.

- (e) Brief Resume of Directors proposed to be re-appointed, as stipulated in Secretarial Standards as issued by the Institute of Company Secretaries of India is provided after the Explanatory Statement to this Notice.
- (f) Relevant 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 23rd Annual General Meeting.

By order of the Board of Directors
For **Godrej Consoveyo Logistics Automation Limited**

Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Mumbai, 23rd July, 2019
Registered Office:
701, A Wing,
Reliable Tech Park,
off. Thane-Belapur Road,
Airoli, Navi Mumbai 400 708

ANNEXURE TO NOTICE OF ANNUAL 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 under Item No. 4 mentioned in the accompanying Notice dated 23rd July, 2019.

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company, approved the appointment of M/s. P. D. Dani & Associates, Cost Accountants, as the Cost Auditor of the Company for the financial year 2019-20, for conducting the audit of the cost records of the products of the Company (as specified in the Resolution), at a remuneration of Rs. 2,00,000/-(excluding all taxes and reimbursement of out-of-pocket expenses).

The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing Ordinary Resolution as set out in Item No. 4 of this Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors and/or, Key Managerial Personnel and their relatives are concerned with or interested, financially or otherwise, in the said Resolution.

For Godrej Consoveyo Logistics Automation Limited

Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Mumbai, 23rd July, 2019

Registered Office:
701, A Wing,
Reliable Tech Park,
off. Thane-Belapur Road,
Airoli, Navi Mumbai 400 708

ATTENDANCE SLIP

Godrej Consoveyo Logistics Automation Limited

Registered Office: 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708.

CIN: U28990MH1996PLC104088

23rd Annual General Meeting, 23rd July, 2019

Name of the member(s):	
Name of the Proxy:	
No. of shares :	
Folio No. / *DP id and Client id:	

**Applicable for investors holding shares in electronic form*

I/We hereby record my/our presence at the **23rd ANNUAL GENERAL MEETING** of the Company held on Tuesday, 23rd July, 2019 at 12:00 noon at the Conference Room, 1st Floor, Plant 12, Pirojshanagar, Vikhroli, Mumbai 400 079.

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

- Notes.** 1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Joint shareholders may obtain additional attendance slip at the venue of the meeting.

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]

Godrej Consoveyo Logistics Automation Limited

Registered Office: 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708.

CIN: U28990MH1996PLC104088

Name of the Member(s)	
Registered Address	
Email Id	
Registered Folio No	
DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name :
 Address :
 E-mail Id :
 Signature :....., or failing him

2. Name :
 Address:
 E-mail Id :
 Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on 23rd July, 2019 at 12:00 noon at the Conference Room, 1st Floor, Plant 12, Pirojshanagar, Vikhroli, Mumbai 400 079 and at any adjournment thereof in respect of such Resolutions as are indicated below:

ORDINARY BUSINESS:
1. Adoption of the Financial Statements for the financial year ended 31 st March, 2019.
2. Re-appointment of Mr. A. G. Verma (DIN 02366334), as a Director liable to retire by rotation.
3. Re-appointment of Mr. P. K. Gandhi (DIN 00066287) as a Director liable to retire by rotation.
SPECIAL BUSINESS:
4. To ratify the remuneration payable to the Cost Auditor for the financial year 2019-20.

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s).....

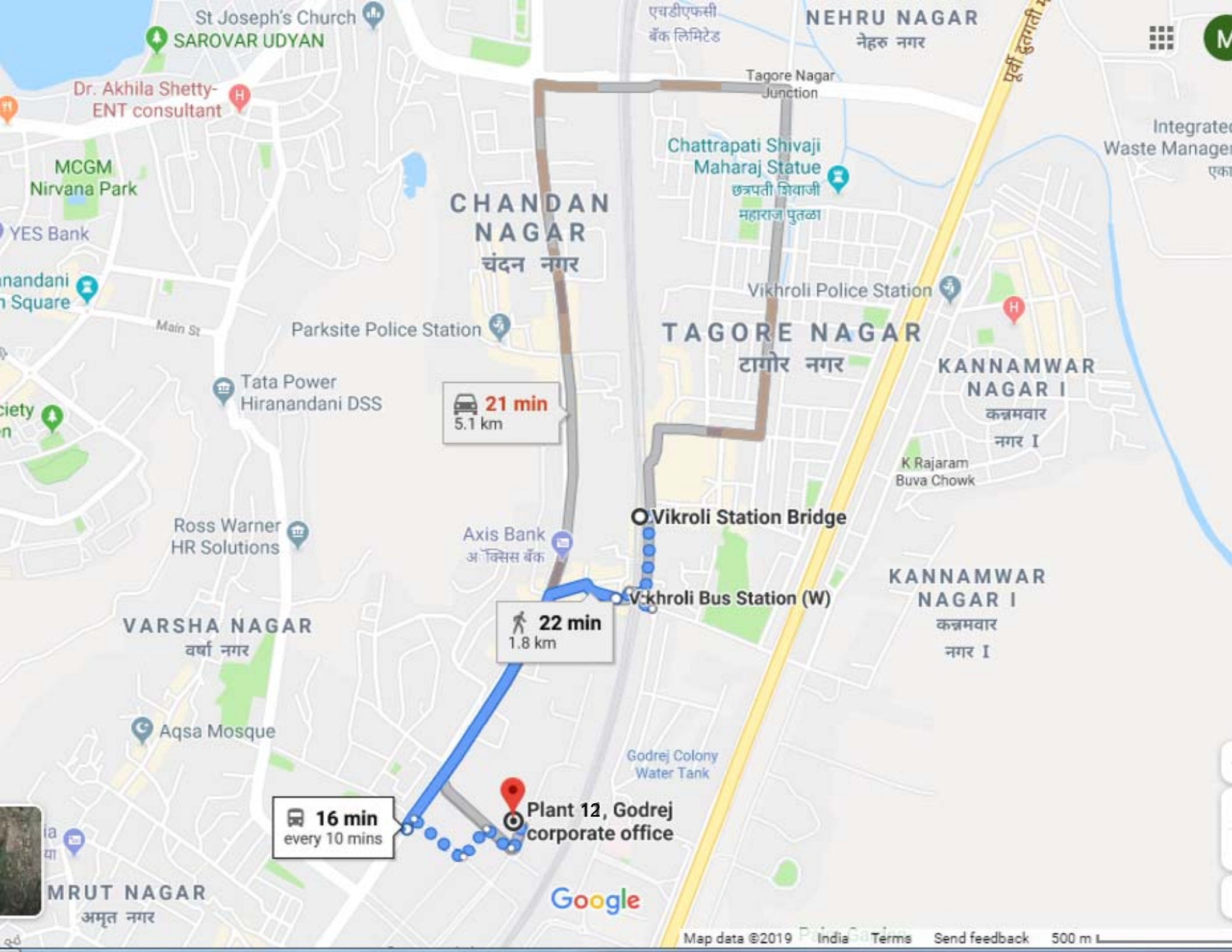
Re.1 Affix Revenue Stamp

NOTES:

1. This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of Godrej Consoveyo Logistics Automation Limited at 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708, Maharashtra, not less than 48 hours before the commencement of the Meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. The Proxy is required to carry an identity proof at the time of attending the Meeting.
6. The Proxy need not be the Shareholder of the Company.

Pursuant to the Secretarial Standards issued by ‘The Institute of Company Secretaries of India’, the following information is furnished about the Directors proposed to be re-appointed:

Name of the Director	Mr. Anil Gyanchandra Verma (DIN: 02366334)	Mr. Purvez Kersi Gandhi (DIN: 00066287)
Particulars		
Age	62 years	63 years
Nationality	Indian	Indian
Date of Appointment	1 st March, 2017	1 st March, 2017
Shares held in the Company	Holding 1 (one) share as a nominee shareholder of Godrej & Boyce Mfg. Co. Ltd.	Holding 1 (one) share as a nominee shareholder of Godrej & Boyce Mfg. Co. Ltd.
Qualification	<ul style="list-style-type: none"> • Graduate in Engineering from the Indian Institute of Technology, BHU • MBA from the Indian Institute of Management, Ahmedabad. • Executive course from the Sloan School of Management, M.I.T., USA 	<ul style="list-style-type: none"> • Graduate in Commerce and Law • A Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost Accountants of India
Expertise in specific functional area	Heading Strategic business unit and the Human Resources function	Finance
Terms & Conditions of re-appointment/variation of remuneration	Representative of Godrej & Boyce Manufacturing Limited, Joint Venture Partner, appointed as a Non-Executive Director subject to retirement by rotation	Representative of Godrej & Boyce Manufacturing Limited, Joint Venture Partner, appointed as a Non-Executive Director subject to retirement by rotation
Remuneration last drawn	Nil	Nil
Directorships held in other companies	1. Godrej & Boyce Manufacturing. Company Limited 2. Godrej Infotech Limited	1. Godrej UEP Private Limited 2. Godrej Property Developers LLP
Chairman/Membership in other committees of the Board	<ul style="list-style-type: none"> • Chairman of Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> • Chairman of Audit Committee • Member of Nomination and Remuneration Committee
Inter-se relationship with other Directors/Key Managerial Personnel	None	None
No. of Board meetings attended during the year	4	4



St Joseph's Church
SAROVAR UDYAN

NEHRU NAGAR
नेहरु नगर

Dr. Akhila Shetty-
ENT consultant

CHANDAN
NAGAR
चंदन नगर

Chattrapati Shivaji
Maharaj Statue
छत्रपती शिवाजी
महाराज पुतळा

TAGORE NAGAR
टागोर नगर


KANNAMWAR
NAGAR I
कन्नमवार
नगर I

Parksite Police Station

Vikhroli Police Station

 **21 min**
5.1 km


Tata Power
Hiranandani DSS

 Vikhroli Station Bridge

K Rajaram
Buva Chowk

Ross Warner
HR Solutions

Axis Bank
अक्सिस बँक

 Vikhroli Bus Station (W)

KANNAMWAR
NAGAR I
कन्नमवार
नगर I


VARSHA NAGAR
वर्षा नगर

 **22 min**
1.8 km

Aqsa Mosque

Godrej Colony
Water Tank

 **16 min**
every 10 mins

 Plant 12, Godrej
corporate office

MRUT NAGAR
अमृत नगर

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