

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the Members of GODREJ KOERBER SUPPLY CHAIN LIMITED (*FORMERLY GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED*) will be held at shorter notice on Friday, 20th May, 2022, at 4:00 p.m. (IST) through the medium of Video Conferencing (“VC”) via Microsoft Teams 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, 2022, together with the Reports of the Board of Directors and Statutory Auditors thereon, including Annexures thereto.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2022.
3. To appoint Director in place of Mr. A. G. Verma (DIN: 02366334), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. P. K. Gandhi (DIN: 00066287) and who retires by rotation and, being eligible, offers himself for re-appointment.
5. To reappoint M/s. Price Waterhouse Chartered Accountants LLP, (ICAI Firm Registration No.012754N/N500016) as Statutory Auditors of the Company to hold office from the conclusion of this 26th Annual General Meeting of the Company till the conclusion of the 31st Annual General Meeting to be held in 2027 and to authorize the Board of Directors to fix their remuneration as may be mutually agreed with the Statutory Auditors, in addition to reimbursement of Goods and Service Tax and out of pocket expenses incurred in connection with the audit of accounts of the Company and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, Mumbai (Firm Registration No. 012754N/N500016), who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rules, be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company to be held in year 2027 (subject to ratification of their appointment by the Members at every Annual General Meeting of the Company) on such remuneration as may be mutually agreed upon by the Board of Directors and the Statutory Auditors, in addition to Goods and Service Tax and reimbursement of out of pocket expenses incurred, in connection with the audit of Accounts of the Company.

FURTHER RESOLVED THAT a copy of this Resolution certified to be true by a Director or Secretary of the Company, be furnished as may be required in that behalf and they be requested to act thereon.”

SPECIAL BUSINESS:

6. To consider re-appointment of and remuneration payable to Mr. Suunil Dabral as ‘Manager’ of the Company under the provisions of the Companies Act, 2013 to be designated as ‘Senior Vice President & Business Head and if thought fit, pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions contained in Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded through the medium of video conferencing for the appointment and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, during the tenure of appointment of Mr. Suunil Dabral as Manager of the Company to be designated as ‘Senior Vice President & Business Head’ to hold office for a period commencing 21st May, 2022 upto 20th May, 2027 on the terms and conditions, as contained in the Agreement to be entered into between the Company and Mr. Suunil Dabral, a draft of which is placed before the Meeting, with liberty to the Nomination and Remuneration Committee (NRC) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the NRC and Mr. Suunil Dabral.

FURTHER RESOLVED THAT a copy of this Resolution certified to be true by a Director or Secretary of the Company, be furnished as may be required in that behalf and they be requested to act thereon.”

7. To ratify the remuneration payable to the Cost Auditor for the financial year 2022-23 and to consider, and if thought fit, 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 /-Rupees Two Lakh only) (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 of the Company to conduct the audit of the cost records of the Company in respect of ‘lifting, handling, loading or unloading machinery e.g. lifts, escalators, conveyors, teleferics for assembling, installing and commissioning of Automated Storage & Retrieval System’, products, for the financial year 2022-23, as approved by the Board of Directors, be and is hereby ratified.

FURTHER RESOLVED THAT a copy of this Resolution certified to be true by a Director or Secretary of the Company, be furnished as may be required in that behalf and they be requested to act thereon.”

8. To consider and, if thought fit, appoint Mr. Andreas Ebert (DIN: 08109066) as a Director of the Company, by passing with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Andreas Ebert (DIN: 08109066) who was appointed as an Additional Director on the Board of the Company, with effect from 20th January, 2022 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT a copy of this Resolution certified to be true by a Director or Secretary of the Company, be furnished as may be required in that behalf and they be requested to act thereon.”

By order of the Board of Directors
For Godrej Koerber Supply Chain Limited
(Formerly Godrej Consoveyo Logistics Automation Limited)

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

Navi Mumbai, 20th May, 2022

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

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) with respect to Item Nos. 6, 7 and 8 of the Notice set out above is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 6, 7 and 8 given above as Special Business in the forthcoming AGM.
2. **Video Conferencing via Microsoft Teams:**
 - In view of outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated 8th April 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May 2022 respectively (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio Visual Means (OVAM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”) and aforesaid MCA Circulars, the 26th AGM of the Company is being held through VC.
 - The facility to join the Meeting shall open 15 minutes prior to the time scheduled for the Meeting.
 - Attendance of the Members through the medium of VC will be counted for the purpose of Quorum under Section 103 of the Act.
 - Please follow the steps mentioned below to join and participate in the AGM of the Company:
 1. Click on the link provided in the email sent to you.
 2. Those Members who do not have the Microsoft Teams App downloaded on their laptops/ mobile devices can join the Meeting as a Guest on the web.
 3. The Microsoft Teams link for the AGM shall open at 3:15 p.m. (IST) to enable you to log in to the Meeting.
 4. For any assistance in joining/participating through VC please contact Ms. Suneeta Mane, Company Secretary (8291250412/ suneeta.mane@godrejkoerber.com)
3. As the AGM shall be conducted through VC, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Corporate Members intending their authorized representatives to attend the AGM, 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.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to the Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.godrejkoerber.com.
6. Any Member seeking any information is requested to write to the Company at least a week before the date of AGM through email on suneeta.mane@godrejkoerber.com. The same will be replied by the Company suitably.
7. The Register of Directors and Key Managerial Personnel maintained under Section 170 of the Act, the Register of Contracts or Arrangements, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for

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inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to suneeta.mane@godrejkoerber.com.

8. The venue of the AGM shall be deemed to be the Registered Office of the Company at 701, A-Wing, Reliable Tech Park, off. Thane-Belapur Road, Airoli, Navi Mumbai 400 708.
9. Brief Resume of Directors proposed to be appointed and 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.

By order of the Board of Directors
For Godrej Koerber Supply Chain Limited
(Formerly Godrej Consoveyo Logistics Automation Limited)

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

Navi Mumbai, 20th May, 2022

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 mentioned under Item Nos. 6, 7 and 8 of the accompanying Notice dated 20th May, 2022.

Item No. 6

In accordance with the provisions of the Sections 2(51), 2(53), 2(60), 196, 197, 198 and 203 read with Schedule-V of the Companies Act, 2013 (the Act), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Suunil Dabral as 'Manager' of the Company designated as 'Senior Vice President & Business Head' to hold office for a period commencing 21st May, 2022 to 20th May, 2027. As 'Manager' under the Act, he will be regarded as a 'Key Managerial Personnel' as defined in Section 2(51) and as an 'Officer in default' under Section 2(60) of the Act.

Pursuant to the provisions of Section 197 and 198 read with Schedule-V of the Act, the remuneration payable to Mr. Tahiliani, is in excess of 5% of the net profits as per the Audited Financial Statements of the Company for the year ended 31st March, 2022. In view of this matter, the appointment including remuneration payable to Mr. Dabral as 'Manager' under the provisions of the Act, will require approval by way of a Special Resolution from the Members of the Company. Accordingly, Board of Directors recommends his appointment as 'Manager' of the Company including remuneration payable to him and the Resolution proposing his appointment as 'Manager' including remuneration payable to him be passed.

The details of remuneration payable to Mr. Suunil Dabral is given as under:

A. FIXED COMPENSATION:

Fixed Compensation shall include Basic Salary in accordance with the Rules of the Company, in force from time to time.

The Basic Salary shall be Rs.3,32,000 /- (Rupees Three lakhs Thirty Two Thousand only) per month.

B. PERFORMANCE LINKED VARIABLE REMUNERATION (PLVR):

Performance Linked Variable Remuneration according to the Scheme of the Company having regard to the performance of the 'Manager'.

C. PERQUISITES AND ALLOWANCES:

In addition to the Fixed Compensation and PLVR, the 'Manager' shall also be entitled to perquisites and allowances and reimbursement for utilities in accordance with the Rules of the Company.

Notes:

1. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
2. Notwithstanding the foregoing, where during the currency of the tenure of the 'Manager' as such, the Company has no profits or its profits are inadequate for the purpose of calculation of his remuneration, the salary, perquisites and any other allowances, as specified above, shall not exceed, the maximum limits prescribed in Part II of Schedule V to the Act, or any amendment, modification, variation or re-enactment thereof, except with the approval of the Members by passing a Special Resolution.
3. The remuneration specified above is the maximum remuneration and the Nomination and Remuneration Committee/ Board of Directors may in its absolute discretion pay to the 'Manager' lower remuneration and revise the same from time to time within the remuneration stipulated above.
4. In the event of any re-enactment or re-codification of the Act, or the Income-tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to the various provisions of the Act, or the Income-tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules, Circulars and Notifications issued thereunder.
5. If at any time, the 'Manager' ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the 'Manager' of the Company.
6. The 'Manager' is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 203 of the Act. The appointment is terminable by giving 3 (three) months' notice in writing on either side.
7. The terms and conditions of appointment including remuneration of the 'Manager' are subject to such alterations/ variations as may be mutually agreed upon between the Company and the 'Manager'.

Additional information required under Part-II of Section-II of Schedule V of the Companies Act, 2013

I. General Information:

1. Nature of Industry: The Company is engaged in the business of designing and building solutions for intralogistics applications such as Automated Storage and Retrieval System.
2. Date of commencement of commercial production: November, 1996.
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial Performance based on given indicators:

Particulars	Financial Year 2021-22 (Amount in Rs. Lakhs)	Financial Year 2020-21 (Amount in Rs. Lakhs)
Revenue from Operations	9,127.21	6,571.60
Other Income	272.32	179.28
Total Income	9,399.53	6,750.88
Profit Before Tax	1,416.18	849.52
Profit After Tax	1,049.92	642.24

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the Appointee:

1. Background Details: Mr. Suunil Dabral has done his post-graduation in international business from Indian Institute of Foreign Trade, New Delhi in association with Nyenrode University, Netherlands. Additionally, he had done his project management from Indian Institute of Technology, New Delhi. He is a certified Independent Director from “Institute of Directors, India chapter” and a fellow member of World Council of Corporate Governance & Sustainability, London.

Mr. Dabral had 24 years of experience in diversified businesses areas like sales, marketing and communications, corporate strategy, managing company P&L and health and safety in leading MNC organizations. He had gained expertise in setting up new businesses and start-up companies in India and Nigeria in a multitude of industries like FMCG, Pharma & Healthcare, Agri-Commodities, Supply Chain Services & Intralogistics (Warehouse Storage & Automation).

2. Past remuneration: During the financial year ended 31st March, 2022, Rs. 1,08,42,364/- (Rupees One crore Eight Lakh Forty Two Thousand Three Hundred Sixty Four only) per annum was paid as remuneration to Mr. Naresh Tahiliani.
3. Recognition and Awards: Mr. Dabral has won around 25 awards for himself and the companies he has worked for in his career.
4. Job profile Suitability: Mr. Suunil Dabral: As a Senior Vice President and Business Head, he is charged with the responsibility of running the business of the Company.
5. Remuneration proposed: Salary proposed to Mr. Suunil Dabral is the basic salary of Rs. 3,32,000/- (Rupees Three Lakh Thirty Two Thousand Only) per month, payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Suunil Dabral, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Suunil Dabral, he do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

1. Reasons inadequate profits: Company has shown growth over last year in Sales in spite of pandemic impacting business in 2021-22. This has also resulted in the business posting a strong performance with profit of Rs.1416 Lakhs for the year. The Covid pandemic impacted our business operations in multiple ways in financial year 2021-22. Manufacturing activity at our Ambernath works was impacted due to delays in supplies from our vendors who are primarily SME's. However, non- manufacturing activities operated in a stable manner in Work from Home mode with the strong IT & Digital platform support for 7 months and we reverted back to Office from November 2021 following Covid protocols. The enquiry pipeline for automation & setting up of consolidated warehouses by many Customers in Manufacturing / FMCG / Pharma sectors continues to show robustness. This resurgence in demand gives us the confidence for future growth in 2022-23 and beyond.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: Surge in Order Intake and increased focus on Service Business helped to improve the profit levels in 2021-22. Further the robust enquiry pipeline for the year as well the growing demand for Automation in Supply Chain arena will help to sustain the momentum for growth and increase profits in the coming year also.

Accordingly, the consent of the Members is sought for passing Special Resolution as set out in Item No. 6 of this Notice for re-appointment of and remuneration payable to Mr. Suunil Dabral as 'Manager' of the Company under the provisions of the Companies Act, 2013 to be designated as 'Senior Vice President & Business Head.

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

Item No. 7

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 2022-23, for conducting the audit of the cost records in relation to 'lifting, handling, loading or unloading machinery e.g. lifts, escalators, conveyors, teleferics for assembling, installing and commissioning of Automated Storage & Retrieval System', products of the Company, at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) (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. 7 of this Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2022-23.

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(Formerly Godrej Consoveyo Logistics Automation Limited)

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

Item No. 8

Pursuant to Section 161 of the Companies Act, 2013, Mr. Andreas Ebert (DIN: 08109066), was appointed as an Additional Director on the Board with effect from 20th Janaury, 2022 and holds office upto the date of this Annual General Meeting.

In view of Mr. Andreas Ebert, possessing significant experience and expertise, his continuance as a Director would be highly beneficial to the Company. It is therefore considered desirable that the Board should continue to receive the benefit of his expertise, as a Director of the Company. The Directors, therefore, commend his appointment to the Members for their acceptance.

No Directors or Key Managerial Personnel or their relatives, except Mr. Andreas Ebert, is concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 8 of this Notice.

By order of the Board of Directors
For Godrej Koerber Supply Chain Limited
(Formerly Godrej Consoveyo Logistics Automation Limited)

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

Navi Mumbai, 20th May, 2022

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

Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI).

Name of the Director/Manager	Mr. Anil Verma (DIN: 07962644), Director	Mr. P. K. Gandhi (DIN: 08703184) Director	Mr. Andreas Ebert (DIN: 09086893), Director	Mr. Suunil Dabral Manager
Particulars				
Age	64	65	55	45
Nationality	Indian	Indian	German	Indian
Date of Appointment	1 st March, 2017	1 st March, 2017	20 th January, 2022	20 th May, 2022
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 Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost Accountants of India 	Bachelor Technical Management	<ul style="list-style-type: none"> Post-graduation in international business from Indian Institute of Foreign Trade, New Delhi in association with Nyenrode University, Netherlands Project management from Indian Institute of Technology, New Delhi Certified Independent Director from “Institute of Directors, India chapter” and a fellow member of World Council of Corporate Governance & Sustainability, London
Expertise/Experience in specific functional area	Heading Strategic business unit and the Human Resources function	Finance	Logistics	Diversified businesses areas like sales, marketing and communications, corporate strategy, managing company P&L and health and safety in leading MNC organizations
Terms & Conditions of appointment/reappointment/variation of remuneration	Representative of Godrej & Boyce Mfg. Co. Ltd., Joint Venture Partner, appointed as a Non-	Representative of Godrej & Boyce Mfg. Co. Ltd., Joint Venture Partner, appointed as a Non-Executive	Representative of Koerber Supply Chain PT S.A., Joint Venture Partner, appointed as a Non-Executive Director	Term 21 st May, 2022 to 20 th May, 2027, designated as Senior Vice President & Business Heads

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	Executive Director subject to retirement by rotation	Director subject to retirement by rotation	subject to retirement by rotation	
Remuneration last drawn	Nil	Nil	Nil	Rs. 83/- Lakhs
Directorships held in other companies	<ol style="list-style-type: none"> 1. Godrej & Boyce Mfg. Co. Ltd. 2. Godrej Infotech Limited 	<ol style="list-style-type: none"> 1. Godrej Property Developers LLP 2. Godrej UEP Private Limited 3. Parakh Agencies Private Limited 	Koerber Supply Chain SG Pte. Ltd.	Golden Spiral Designs Private Limited
Chairmanships/Member ships of committees in other companies	Nil	Nil	Nil	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None	None	None
Shares held in the Company	Nil	Nil	Nil	Nil
No. of Board Meetings attended during the year	4	4	2	1