Godrej Industries Ltd.
Regd. Office : Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8068/8063/8074
Website : www.godrejinds.com
CIN : L24241MH1988PLC097781

October 10, 2014

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

Dear Sirs,

Ref.: Godrej Industries Limited
BSE - Script Code: 500164, Scrip ID - GODREJIND
NSE - GODREJIND

Sub.: Quarterly Compliance Report on Corporate Governance - Quarter ended September 30, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	**49 I**		
(A) Composition of Board	49 (IA)	Yes	NIL
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	NIL
(C) Other provisions as to Board and Committees	49 (IC)	Yes	NIL
(D) Code of Conduct	49 (ID)	Yes	Confirmation from Board members and senior management affirming compliance with the code of conduct was obtained before the Board approved the Annual Report for the Financial Year 2013-14 for placement before the shareholders. Confirmation from Board members and senior management affirming compliance with the code of conduct shall be obtained before the Board approves the next Annual Report (2014-15) for placement before the shareholders.

Godrej

II. Audit Committee	**49 (II)**		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	NIL
(B) Meeting of Audit Committee	49 (IIB)	Yes	NIL
(C) Powers of Audit Committee	49 (IIC)	Yes	NIL
(D) Role of Audit Committee	49 II(D)	Yes	NIL
(E) Review of Information by Audit Committee	49 (IIE)	Yes	NIL
III. Subsidiary Companies	**49 (III)**	Yes	NIL
IV. Disclosures	**49 (IV)**		
(A) Basis of related party transactions	49 (IV A)	Yes	NIL
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	NIL
(C) Board disclosures	49 (IV C)	Yes	NIL
(D)Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not applicable for this quarter	NIL
(E) Remuneration of Directors	49 (IV E)	Yes	NIL
(F) Management	49 (IV F)	Yes	NIL
(G) Shareholders	49 (IV G)	Yes	NIL
V. CEO/CFO Certification	**49 (V)**	Yes	The Annual Certificate for the year ended March 31, 2014 was placed at the Board Meeting in which the accounts for the year ended March 31, 2014 were presented to the Board. The Annual Certificate for the year ending March 31, 2015 will be given in the Board Meeting in which the accounts for 2014-15 will be presented to the Board.
VI. Report on Corporate Governance	**49 (VI)**	Yes	Report on Corporate Governance for the year ended March 31, 2014 was annexed to the Annual Report for the year ended March 31, 2014. Report on Corporate Governance for the year ended March 31, 2015 will be annexed to the Annual Report of the Company for the year ended March 31, 2015 (to be published).

VII. Compliance	**49 (VII)**	Yes	Compliance Certificate for the year ended March 31, 2014 was annexed to the Annual Report of the Company for the year ended March 31, 2014. Compliance Certificate for the year ended March 31, 2015 will be annexed to the Annual Report of the Company for the year ended March 31, 2015 (to be published).

for Godrej Industries Limited

K. R. Rajput
Company Secretary