

Godrej Industries Ltd.  
Regd. Office : Godrej One,  
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.godrejindustries.com  
CIN : L24241MH1988PLC097781

August 12, 2017

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 023.

**The National Stock Exchange of India Ltd.**  
Plot No.C-1, G-Block, Exchange Plaza,  
4<sup>th</sup> Floor, Bandra-Kurla Complex,  
Mumbai 400 051

Dear Sirs,

**Compliance under Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of the Voting Results of the AGM**

As per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 29<sup>th</sup> AGM. The E-voting was open from August 7, 2017 (9.00 a.m.) to August 10, 2017 (5.00 p.m.).

In line with the provisions of the Companies Act, 2013, voting by poll was conducted for shareholders present at the meeting and who had not cast their vote by remote e-voting.


The Board of Directors had appointed Mr. Kalidas Vanjpe, Practicing Company Secretary, as the Scrutinizer for the remote E- voting and also for the Poll at the meeting. The Scrutinizer had carried out the scrutiny of the votes cast by remote e-voting and by poll at the meeting and submitted his consolidated report.

The Scrutinizer's Report and the voting results which also has the details of resolutions passed and the voting pattern is enclosed herewith duly countersigned by the Chairman.

The exchanges are hereby informed that as per the Scrutinizer's Report which has been duly countersigned by the Chairman, all the Resolutions as mentioned in the Notice of AGM have been passed with the requisite majority.

Thank you.

Yours faithfully,  
For Godrej Industries Limited

  
Nilufer Shekhawat  
Company Secretary





August 12, 2017

Mr. Adi Godrej  
Chairman  
Godrej Industries Limited  
Pirojshanagar, Eastern Express Highway  
Vikhroli, Mumbai 400 079

Dear Sir,

**Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 11<sup>th</sup> August, 2017 at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai**

I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting and for the poll taken on the resolutions as mentioned in the Annexure, at the Annual General Meeting of the Equity Shareholders of Godrej Industries Limited, held on 11<sup>th</sup> August, 2017 at 3.30 p.m. at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai, submit my report as under:

1. The remote e-voting commenced on 7<sup>th</sup> August, 2017 at 9.00 am and ended on 10<sup>th</sup> August, 2017 at 5.00 pm. The votes were unblocked after the AGM and data was downloaded in accordance with the prescribed rules.
2. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The consolidated results of the e-voting and Poll is given in the annexure.
6. A soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is sent separately.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Yours truly,

  
Kalidas Vanjpe  
Practising Company Secretary



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Voting results	
Record date	04-08-2017
Total number of shareholders on record date	61749
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	9
b) Public	60
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>7</b>
Disclosure of notes on voting results	<input type="button" value="Add Notes"/>

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Resolution (1)									
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No To consider & adopt the Audited Financial Statements (both standalone & consolidated) of the Company for the year ended March 31, 2017.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting		251336467	100.0000	251336467	0	100.0000	0.0000	0
	Poll	251336467	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000	0
Public-Institutions	E-Voting		46260503	80.1278	46193122	67381	99.8543	0.1457	0
	Poll	57733400	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	57733400	46260503	80.1278	46193122	67381	99.8543	0.1457	0
Public Non Institutions	E-Voting		601539	2.2118	601537	2	99.9997	0.0003	0
	Poll	27199427	2247	0.0083	1050	0	46.7290	0.0000	1197
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	27199427	603786	2.2198	602587	2	99.8014	0.0003	1197
Total		336269294	298200756	88.6792	298132176	67383	99.9770	0.0226	1197
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution:									



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**Resolution (2)**

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No To declare a dividend on Equity Shares						
Category	Made of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	
Promoter and Promoter Group	E-Voting		251336467	100.0000	251336467	0	100.0000	0.0000	0	
	Poll	251336467	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		251336467	251336467	100.0000	251336467	0	100.0000	0.0000	0
Public-Institutions	E-Voting		46339138	80.2640	46339138	0	100.0000	0.0000	0	
	Poll	57733400	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		57733400	46339138	80.2640	46339138	0	100.0000	0.0000	0
Public - Non Institutions	E-Voting		601539	2.2116	601537	2	99.9997	0.0003	0	
	Poll	27199427	2247	0.0083	1050	0	46.7290	0.0000	1197	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		27199427	603786	2.2196	602587	2	99.8014	0.0003	1197
<b>Total</b>			336269204	298279391	88.7025	298278192	2	99.9996	0.0000	1197
Whether resolution is Pass or Not.						Yes				
Disclosure of notes on resolution:						None				



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Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				To appoint a Director in place of Mr. A B Gadrej (DIN: 03065964) who retires by rotation & being eligible offers himself for re-appointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting		251336467	100.0000	251336467	0	100.0000	0.0000	0
	Poll	251336467	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	251336467	251336467	100.0000	251336467	0	100.0000	0.0000	0
Public- Institutions	E-Voting		46339138	80.2640	44328851	2010287	95.6618	4.3382	0
	Poll	57733400	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	57733400	46339138	80.2640	44328851	2010287	95.6618	4.3382	0
Public- Non Institutions	E-Voting		601539	2.2116	601469	70	99.9884	0.0116	0
	Poll	77199427	2247	0.0081	1050	0	46.7290	0.0000	1197
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	77199427	603786	2.2198	602519	70	99.7902	0.0116	1197
<b>Total</b>		356269294	298279391	88.7025	296267837	2010357	99.3256	0.6740	1197
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution:									



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Resolution (4)									
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary Yes To appoint a Director in place of Ms. T.A. Dubash (DIN: 00026028), who retires by rotation and being eligible, offers herself for re-appointment					
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes ~ in favour	No. of votes ~ against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)-[(2)/(1)]*100	(4)	(5)	(6)-[(4)/(2)]*100	(7)-[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting		251336467	100.0000	251336467	0	100.0000	0.0000	0
	Poll	251336467	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000	0
Public- Institutions	E-Voting		46339138	80.2640	45128851	1210287	97.3882	2.6118	0
	Poll	57733400	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
	Total	57733400	46339138	80.2640	45128851	1210287	97.3882	2.6118	0
Public- Non Institutions	E-Voting		601539	2.2116	601473	66	99.5890	0.0110	0
	Poll	27199427	2247	0.0083	1050	0	46.7290	0.0000	1197
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
	Total	27199427	603786	2.2198	602523	66	99.7908	0.0109	1197
Total		336769294	298279351	88.7025	297067841	1210353	99.5938	0.4058	1197
Whether resolution is Pass or Not.						Yes			
Disclosure of notes on resolution									



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**Resolution (5)**

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		To appoint Statutory Auditors and fix their remuneration.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting		251336467	100.0000	251336467	0	100.0000	0.0000	0
	Poll	251336467	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>251336467</b>	<b>251336467</b>	<b>100.0000</b>	<b>251336467</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		46339138	80.2640	46095414	243724	99.4740	0.5260	0
	Poll	57733400	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>57733400</b>	<b>46339138</b>	<b>80.2640</b>	<b>46095414</b>	<b>243724</b>	<b>99.4740</b>	<b>0.5260</b>	<b>0</b>
Public- Non Institutions	E-Voting		601539	2.2116	601487	52	99.9914	0.0086	0
	Poll	77199427	2247	0.0083	1050	0	46.7290	0.0000	1197
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>77199427</b>	<b>603786</b>	<b>2.2198</b>	<b>602537</b>	<b>52</b>	<b>99.7931</b>	<b>0.0086</b>	<b>1197</b>
<b>Total</b>	<b>336269294</b>	<b>298279491</b>	<b>88.7025</b>	<b>298034418</b>	<b>243776</b>	<b>99.9179</b>	<b>0.0817</b>	<b>1197</b>	
Whether resolution is Pass or Not.						Yes			
Disclosure of notes on resolution									



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**Resolution (5)**

Resolution required: (Ordinary / Special)		Special								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
Description of resolution considered		Increase in borrowing limits of the Company.								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - In favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	
Promoter and Promoter Group	E-Voting		251336467	100.0000	251336467	0	100.0000	0.0000	0	
	Poll	251336467	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		251336467	251336467	100.0000	251336467	0	100.0000	0.0000	0
Public Institutions	E-Voting		46339138	80.2640	46017562	321576	99.3060	0.6940	0	
	Poll	57733400	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		57733400	46339138	80.2640	46017562	321576	99.3060	0.6940	0
Public- Non Institutions	E-Voting		601530	2.2116	601473	66	99.9890	0.0110	0	
	Poll	27199427	2247	0.0083	1050	0	46.7290	0.0000	1197	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		27199427	603786	2.2198	602523	66	99.7908	0.0109	1197
<b>Total</b>			336269294	298279391	88.7025	297956552	321642	99.8918	0.1078	1197
Whether resolution is Pass or Not,						Yes				
Disclosure of notes on resolution:										



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Resolution (7)									
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No					
Description of resolution considered				Remuneration of M/s. R. Nanabhoy and Company Cost Auditors of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		251336467	100.0000	251336467	0	100.0000	0.0000	0
	Poll	251336467	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000	0
Public Institutions	E-Voting		46339138	80.2640	46095414	243724	99.4740	0.5260	0
	Poll	57733400	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	57733400	46339138	80.2640	46095414	243724	99.4740	0.5260	0
Public- Non Institutions	E-Voting		601539	2.2116	601418	121	99.9799	0.0201	0
	Poll	27199427	2247	0.0083	1050	0	46.7290	0.0000	1197
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	27199427	603786	2.2198	602468	121	99.7817	0.0000	1197
<b>Total</b>		336269294	298279391	88.7025	298034349	243845	99.9178	0.0818	1197
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Yes		

KCV  
 KALIDAS VANJPE  
 PRACTISING COMPANY SECRETARY  
 SCRUTINISER



Date : 12<sup>th</sup> August, 2017

FOR GODREJ INDUSTRIES LIMITED

ADI GODREJ  
 CHAIRMAN

