

Godrej Industries Ltd.
Regd. Office: Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400079. India.
Tel.: 91-22-2518 8010/8020/8030
Fax: 91-22-2518 8068/8063/8074
Website: www.godrejinds.com

CIN: L24241MH1988PLC097781

Dated: March 30, 2019

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051

Ref.: BSE Scrip Code No. "500164"

Ref.: "GODREJIND"

Sub.: Scrutinizer's Report and Voting Results of the Extraordinary General Meeting (EGM) held on March 28, 2019

Dear Sir,

Further to our letter dated March 28, 2019 in respect of the proceedings of the Extraordinary General Meeting ("EGM") of Godrej Industries Limited ("the Company") held on Thursday, March 28, 2019 at 3.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra, please find enclosed herewith the following:

- (a) Report of Scrutinizer dated March 29, 2019 pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014; and
- (b) Results of Voting pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It may also please be noted that as per the Report of the Scrutinizer dated March 29, 2019 issued by Mr. Kalidas Vanjpe, Practicing Company Secretary, all the 7 (Seven) Special Resolutions as per Notice of EGM dated February 13, 2019 stand passed with requisite majority.

We request you to take the above on your records.

Thanking you,

Yours sincerely,

For Godrej Industries Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9871)

Encl: A/a





KALIDAS VANJPE

B. Com (Hons.), LL. B. (G), F. C. S.
Practising Company Secretary
Corporate Legal Consultant

307, Dev Milan, Near Tip Top Plaza, L. B. S. Marg, Thane-400 604
Cell 9920271677 • e-mail: kalidasvanjpe@gmail.com • www.kalidasvanjpe.com

To,

The Chairman
Godrej Industries Limited
Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai - 400079, Maharashtra, India

Sub: - Consolidated Report on Voting done by the Shareholders at the Extraordinary General Meeting of Godrej Industries Limited held on Thursday, 28th March, 2019 at the "Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra at 3.00 p.m.

Dear Sir,

Godrej Industries Limited ("the Company") had appointed me as the Scrutinizer for conducting the E-Voting process and the voting by poll at the Extraordinary General Meeting of the Shareholders of the Company held on Thursday, 28th March, 2019 at 3.00 p.m. at the "Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079, Maharashtra ("said EGM") for the resolutions which were proposed to be passed at the said EGM.

I submit my report as under:

- 1) The Company had on 1st March, 2019, completed the dispatch of the Notices of the Extraordinary General Meeting along with the Explanatory Statement as required as per the provisions of the Companies Act, 2013 and applicable SEBI regulations to all its Shareholders whose name(s) appeared on the Register of Members / List of Beneficial Owners on as on 22nd February, 2019.
- 2) The Company had provided e-voting facility to its Shareholders and had engaged the services of Central Depository Services India Limited ('CDSL') for this purpose.
- 3) The e-voting period had commenced on Sunday, 24th March, 2019 at 9.00 a.m. and ended on Wednesday, 27th March, 2019 at 5.00 p.m.
- 4) After the time fixed for closing of the poll by the Chairman at the said EGM, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 5) 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 Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 6) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



- 7) After the Extraordinary General Meeting was over on 28th March, 2019, I have downloaded the data of E-voting from CDSL. A final report was tabulated by me and the data regarding the final E-voting was diligently scrutinized.
- 8) The particulars of all Electronic votes and poll papers received from/cast by the Shareholders of the Company have been entered in the electronic register separately maintained for the purpose.
- 9) On proper scrutiny of all the Poll paper Forms and E-Votes, the summary of the Poll and E-Votes received from all Shareholders is given in the attached Annexure.
- 10) Since the votes cast FOR the Resolutions exceed number of votes cast AGAINST the Resolutions by requisite majority as per attached Annexure, all the Resolutions are considered to be duly passed.
- 11) The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board of Directors for safekeeping.
- 12) You are requested to declare the Voting Results as per attached Annexure to the Shareholders of the Company.

Thanking you,
Yours faithfully,



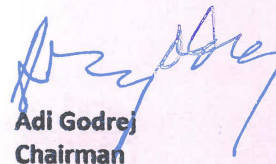
Kalidas Vanjpe
Practising Company Secretary
Membership No.: FCS – 7132 CP No.: 3413

Date: 29th March, 2019
Place: Thane, Maharashtra

Encl: Annexure



For Godrej Industries Limited



Adi Godrej
Chairman



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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Continuation of directorship of Mr Adi Godrej, Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206318586	100.0000	206318586	0	100.0000	0.0000
	Poll	206318586	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000
Public- Institutions	E-Voting		45659114	80.4827	44915942	743172	98.3723	1.6277
	Poll	56731616	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56731616	45659114	80.4827	44915942	743172	98.3723	1.6277
Public- Non institutions	E-Voting		50607835	69.0099	50607814	21	100.0000	0.0000
	Poll	73334165	232337	0.3168	232337	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	73334165	50840172	69.3267	50840151	21	100.0000	0.0000
Total		336384367	302817872	90.0214	302074679	743193	99.7546	0.2454
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* All values are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non institutions	



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of directorship of Mr S A Ahmedullah, Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206318586	100.0000	206318586	0	100.0000	0.0000
	Poll	206318586	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000
Public- Institutions	E-Voting		45659114	80.4827	44689478	969636	97.8764	2.1236
	Poll	56731616	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56731616	45659114	80.4827	44689478	969636	97.8764	2.1236
Public- Non Institutions	E-Voting		50607835	69.0099	50607717	118	99.9998	0.0002
	Poll	73334165	232337	0.3168	232337	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	73334165	50840172	69.3267	50840054	118	99.9998	0.0002
Total		336384367	302817872	90.0214	301848118	969754	99.6798	0.3202
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of directorship of Mr A B Choudhury, Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206318586	100.0000	206318586	0	100.0000	0.0000
	Poll	206318586	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000
Public-Institutions	E-Voting		45659114	80.4827	45444667	214447	99.5303	0.4697
	Poll	56731616	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56731616	45659114	80.4827	45444667	214447	99.5303	0.4697
Public- Non Institutions	E-Voting		50607835	69.0099	50607814	21	100.0000	0.0000
	Poll	73334165	232337	0.3168	232337	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	73334165	50840172	69.3267	50840151	21	100.0000	0.0000
Total		336384367	302817872	90.0214	302603404	214468	99.9292	0.0708
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

* This field is not mandatory

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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 10/1/2015

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of directorship of Mr K K Dastur, Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206318586	100.0000	206318586	0	100.0000	0.0000
	Poll	206318586	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000
Public- Institutions	E-Voting		45659114	80.4827	44689478	969636	97.8764	2.1236
	Poll	56731616	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56731616	45659114	80.4827	44689478	969636	97.8764	2.1236
Public- Non Institutions	E-Voting		50607835	69.0099	50607814	21	100.0000	0.0000
	Poll	73334165	232337	0.3168	232337	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	73334165	50840172	69.3267	50840151	21	100.0000	0.0000
Total		336384367	302817872	90.0214	301848215	969657	99.6798	0.3202
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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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				Continuation of Directorship of Mr A D Cooper, Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015					
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	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		206318586	100.0000	206318586	0	100.0000	0.0000	
	Poll	206318586	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000	
Public- Institutions	E-Voting		45659114	80.4827	45659114	0	100.0000	0.0000	
	Poll	56731616	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	56731616	45659114	80.4827	45659114	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		50607835	69.0099	50607814	21	100.0000	0.0000	
	Poll	73334165	232337	0.3168	232337	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	73334165	50840172	69.3267	50840151	21	100.0000	0.0000	
Total		336384367	302817872	90.0214	302817851	21	100.0000	0.0000	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for waiver of excess managerial remuneration paid to Ms. Tanya Dubash, Whole Time Director 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206318586	100.0000	206318586	0	100.0000	0.0000
	Poll	206318586	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000
Public- Institutions	E-Voting		27241489	48.0182	7437949	19803540	27.3038	72.6962
	Poll	56731616	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56731616	27241489	48.0182	7437949	19803540	27.3038	72.6962
Public- Non Institutions	E-Voting		50607835	69.0099	50606965	870	99.9983	0.0017
	Poll	73334165	232337	0.3168	232337	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	73334165	50840172	69.3267	50839302	870	99.9983	0.0017
Total		336384367	284400247	84.5462	264595837	19804410	93.0364	6.9636
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution:							Add Notes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for waiver of excess managerial remuneration paid to Mr. Nitin Nabar, Whole Time Director 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206318586	100.0000	206318586	0	100.0000	0.0000
	Poll	206318586	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000
Public- Institutions	E-Voting		27241489	48.0182	16475566	10765923	60.4797	39.5203
	Poll	56731616	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56731616	27241489	48.0182	16475566	10765923	60.4797	39.5203
Public- Non Institutions	E-Voting		50607835	69.0099	50606965	870	99.9983	0.0017
	Poll	73334165	232337	0.3168	232337	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	73334165	50840172	69.3267	50839302	870	99.9983	0.0017
Total		336384367	284400247	84.5462	273633454	10766793	96.2142	3.7858
Whether resolution is Pass or Not:							Yes	
Disclosure of notes on resolution:							Add Notes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

