



Godrej Industries Limited

CIN: L24241MH1988PLC097781

Regd. Office: Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.

Tel. 2518 80 10 / 20 / 30 Fax: 2518 8066 E-mail: investor@godrejinds.com,

Website: www.godrejinds.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		E-mail id:	
Registered address:		Folio No./*DP id and Client id:	

**Applicable for investors holding shares in electronic form*

I/We, being the holder(s) of _____ Shares of the above named Company, hereby appoint:

1.	Name:		E-mail Id:	
	Address:		Signature:	

or failing him

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

or failing him

3.	Name:		E-mail Id:	
	Address:		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday, August 11, 2015 at 3.30 p.m. at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of audited financial statements (both standalone and consolidated), Report of Board of Directors and Auditors for the year ended March 31, 2015.
2.	Declaration of dividend.
3.	Appointment of a Director in place of Mr. A. B. Godrej (DIN 00065964), who retires by rotation and being eligible, offers himself for re-appointment
4.	Appointment of a Director in place of Mr. V. M. Crishna (DIN 00066267), who retires by rotation and being eligible, offers himself for re-appointment
5.	Appointment of Auditors of the Company
6.	Reappointment of and remuneration payable to Ms. T. A. Dubash (DIN 00026028) as Whole-time Director
7.	Reappointment of and remuneration payable to Mr. N. S. Nabar (DIN 06521655) as Whole-time Director
8.	Remuneration of R. Nanabhoy & Co., as Cost Auditors of the Company

Signature of Shareholder _____

Signature of Proxy _____

Affix Revenue Stamp

Signed this _____ day of _____, 2015

- Note :**
1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. The Proxy-holder is required to carry an identity proof at the time of attending the Meeting.