

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

December 1, 2014

BSE Limited  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street, Mumbai - 400 001

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,

**Sub: Results of Postal Ballot**

As informed to you earlier, the Company conducted a Postal Ballot, the result of which was announced today, December 1, 2014 by the Chairman, at the registered office of the Company, which is as under :-

**Details of the Agenda:**



<b>Mode of voting: (Show of hands/Poll/ Postal ballot/E-voting)</b>	Postal Ballot (including E-voting)
<b>Total number of shareholders as on September 30, 2014 (cut off date for reckoning the voting rights of the members)</b>	44,701

**Resolution No 1:**

**Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.**

Resolution required: **Special**

Promoter/ Public	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	251,234,174	251,234,174	100.00	251,234,174	-	100.00	-
Public – Institutional holders	50,927,815	24,576,738	48.26	24,441,535	135,203	99.45	0.55
Public-Others	33,293,271	5,088,329	15.28	5,085,597	2,122	99.95	0.04
<b>Total</b>	<b>335,455,260</b>	<b>280,899,241</b>	<b>83.74</b>	<b>280,761,306</b>	<b>137,325</b>	<b>99.95</b>	<b>0.05</b>

In all 555 ballots were received. The votes cast "FOR" the Special Resolution out of the total votes polled represent 99.95%.

Therefore, the Special Resolution as mentioned in the notice of postal ballot dated October 6, 2014 has been passed with the requisite majority.

**Resolution No.2:**


**Remuneration payable to Mr. N.B. Godrej, Managing Director, in conformity with the Companies Act, 2013**

Resolution required: **Special**

Promoter/ Public	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	251,234,174	250,013,602	99.51	250,013,602	-	100.00	-
Public – Institutional holders	50,927,815	24,693,869	48.49	24,448,535	245,334	99.01	0.99
Public-Others	33,293,271	5,088,329	15.28	5,029,201	56,488	98.84	1.11
<b>Total</b>	<b>335,455,260</b>	<b>279,795,800</b>	<b>83.41</b>	<b>279,491,338</b>	<b>301,822</b>	<b>99.89</b>	<b>0.11</b>

In all 555 ballots were received. The votes cast "FOR" the Special Resolution out of the total votes polled represent 99.89%.

Therefore, the Special Resolution as mentioned in the notice of postal ballot dated October 6, 2014 has been passed with the requisite majority.



**Resolution No.3:**

**Remuneration payable to Ms. T.A. Dubash, Whole-time Director, in conformity with the Companies Act, 2013**

Resolution required: **Special**

Promoter/ Public	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	251,234,174	246,965,391	98.30	246,965,391	-	100.00	-
Public – Institutional holders	50,927,815	24,693,869	48.49	24,448,535	245,334	99.01	0.99
Public-Others	33,293,271	5,088,329	15.28	5,028,408	57,271	98.82	1.13
<b>Total</b>	<b>335,455,260</b>	<b>276,747,589</b>	<b>82.50</b>	<b>276,442,334</b>	<b>302,605</b>	<b>99.89</b>	<b>0.11</b>

In all 556 ballots were received. The votes cast “FOR” the Special Resolution out of the total votes polled represent 99.89%.

Therefore, the Special Resolution as mentioned in the notice of postal ballot dated October 6, 2014 has been passed with the requisite majority.

**Resolution No.4:**

**Remuneration payable to Mr. N.S. Nabar, Whole-time Director, in conformity with the Companies Act, 2013**

Resolution required: **Special**

Promoter/ Public	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	251,234,174	251,232,511	100.00	251,232,511	-	100.00	-
Public – Institutional holders	50,927,815	24,693,869	48.49	24,448,535	245,334	99.01	0.99
Public-Others	33,293,271	5,088,329	15.28	5,029,093	56,136	98.84	1.10
<b>Total</b>	<b>335,455,260</b>	<b>281,014,709</b>	<b>83.77</b>	<b>280,710,139</b>	<b>301,470</b>	<b>99.89</b>	<b>0.11</b>

In all 557 ballots were received. The votes cast "FOR" the Special Resolution out of the total votes polled represent 99.89%.

Therefore, the Special Resolution as mentioned in the notice of postal ballot dated October 6, 2014 has been passed with the requisite majority.

Report dated November 28, 2014 of Mr. B.M. Shemlani, proprietor of B.M. Shemlani & Co., Chartered Accountants, scrutinizer appointed for the postal ballot is enclosed herewith.

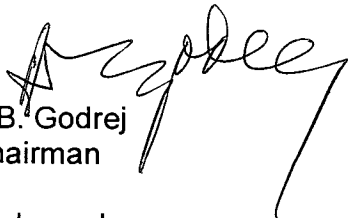
This information is furnished under Clause 35A and other applicable clauses, if any, of the Listing Agreement.

Thank you.

Yours faithfully  
for Godrej Industries Limited

A.B. Godrej  
Chairman

encl: as above

A handwritten signature in black ink, appearing to read 'A.B. Godrej', is written over the typed name and title.



# B. M. SHEMLANI & CO.

CHARTERED ACCOUNTANTS

**Bharat Shemlani**  
B.Com. F.C.A.

November 28, 2014

**Mr. A.B. Godrej**  
Chairman,  
Godrej Industries Limited,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli, Mumbai - 400 079

Dear Sir,

**Sub: Postal Ballot voting by the equity shareholders of  
Godrej Industries Limited**

I, Bharat Shemlani, Proprietor of B M Shemlani and Co., Chartered Accountants, was appointed as scrutineer to scrutinize the ballots for votes duly cast by the shareholders for the purpose of considering and, if thought fit, approving with or without modification the resolutions, vide notice dated October 6, 2014.

The summary of votes received is as follows:

**Special Resolution No.1:**

**Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.**

I found that in all 555 valid ballots were received/e-voting done by the shareholders, for this resolution. Based on my scrutiny, I am enclosing herewith the details of the ballots received/ e-voting done.

The votes cast "FOR" the Special Resolution out of the total votes polled are 99.95%.

Promoter/ Public	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	251,234,174	251,234,174	100.00	251,234,174	-	100.00	-
Public – Institutional holders	50,927,815	24,576,738	48.26	24,441,535	135,203	99.45	0.55
Public-Others	33,293,271	5,088,329	15.28	5,085,597	2,122	99.95	0.04
<b>Total</b>	<b>335,455,260</b>	<b>280,899,241</b>	<b>83.74</b>	<b>280,761,306</b>	<b>137,325</b>	<b>99.95</b>	<b>0.05</b>



**Special Resolution No.2:****Remuneration payable to Mr. N.B. Godrej, Managing Director, in conformity with the Companies Act, 2013**

I found that in all 555 valid ballots were received/e-voting done by the shareholders, for this resolution. Based on my scrutiny, I am enclosing herewith the details of the ballots received/ e-voting done.

Promoter/ Public	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
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Promoter and Promoter Group	251,234,174	250,013,602	99.51	250,013,602	-	100.00	-
Public – Institutional holders	50,927,815	24,693,869	48.49	24,448,535	245,334	99.01	0.99
Public-Others	33,293,271	5,088,329	15.28	5,029,201	56,488	98.84	1.11
<b>Total</b>	<b>335,455,260</b>	<b>279,795,800</b>	<b>83.41</b>	<b>279,491,338</b>	<b>301,822</b>	<b>99.89</b>	<b>0.11</b>

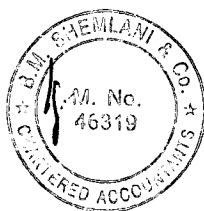
The votes cast "FOR" the Special Resolution out of the total votes polled are 99.89%.

**Special Resolution No.3:****Remuneration payable to Ms. T.A. Dubash, Whole-time Director, in conformity with the Companies Act, 2013**

I found that in all 556 valid ballots were received/e-voting done by the shareholders, for this resolution. Based on my scrutiny, I am enclosing herewith the details of the ballots received/ e-voting done.

Promoter/ Public	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
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Promoter and Promoter Group	251,234,174	246,965,391	98.30	246,965,391	-	100.00	-
Public – Institutional holders	50,927,815	24,693,869	48.49	24,448,535	245,334	99.01	0.99
Public-Others	33,293,271	5,088,329	15.28	5,028,408	57,271	98.82	1.13
<b>Total</b>	<b>335,455,260</b>	<b>276,747,589</b>	<b>82.50</b>	<b>276,442,334</b>	<b>302,605</b>	<b>99.89</b>	<b>0.11</b>

The votes cast "FOR" the Special Resolution out of the total votes polled are 99.89%.



**Resolution No.4:**

**Remuneration payable to Mr. N.S. Nabar, Whole-time Director, in conformity with the Companies Act, 2013**

I found that in all 557 valid ballots were received/e-voting done by the shareholders, for this resolution. Based on my scrutiny, I am enclosing herewith the details of the ballots received/ e-voting done.

Promoter/ Public	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
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Promoter and Promoter Group	251,234,174	251,232,511	100.00	251,232,511	-	100.00	-
Public - Institutional holders	50,927,815	24,693,869	48.49	24,448,535	245,334	99.01	0.99
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<b>Total</b>	<b>335,455,260</b>	<b>281,014,709</b>	<b>83.77</b>	<b>280,710,139</b>	<b>301,470</b>	<b>99.89</b>	<b>0.11</b>

The votes cast "FOR" the Special Resolution out of the total votes polled are 99.89%.

Yours truly,

  
Bharat Shemlani  
Membership No.: 046319

