

January 30, 2015

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,
4th 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, January 30, 2015 by the Chairman, at the registered office of the Company, which is as under :-

Details of the Agenda:

Mode of voting: (Show of hands/Poll/ Postal ballot/E-voting)	Postal Ballot (including E-voting)
Total number of shareholders as on September 30, 2014 (cut off date for reckoning the voting rights of the members)	48,190

Resolution No 1:

To invest / acquire the securities of Godrej Consumer Products Limited by way of subscription / purchase or otherwise and/or place inter-corporate deposits with and/or make loans or any other form of debt to and/or investment in the said company and/or give guarantees and/or provide security and/or give guarantees in connection with loan(s) given by any other person to the said company, in addition to the limits already sanctioned, upto a sum of Rs. 400 crore (Rupees Four Hundred Crore).

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	50,378,156	31,962,621	63.45	21,600,205	10,362,416	67.58	32.42
Public-Others	33,842,930	12,925,540	38.19	12,786,162	137,405	98.92	1.06
Total	335,455,260	296,122,335	88.27	285,620,541	10,499,821	96.45	3.55

In all 415 ballots were received. The votes cast “FOR” the Special Resolution out of the total votes polled represent 96.45%.

Therefore, the Special Resolution as mentioned in the notice of postal ballot dated December 12, 2014 has been passed with the requisite majority.

Resolution No.2:

To invest / acquire the securities, of Godrej International Limited or any other name as may be approved by the regulatory authority(ies), to be formed or incorporated in Labuan (the Malaysian Offshore Federal Territory), by way of subscription/ purchase or otherwise and/or place inter-corporate deposits with and/or make loans or any other form of debt to and/or investment in the said company and/or give guarantees and/or provide security and/or give guarantees in connection with loan(s) given by any other person to the said company, upto a sum of Rs. 10 crore (Rupees Ten Crore).

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	50,378,156	32,959,621	65.42	22,604,205	10,355,416	68.58	31.42
Public-Others	33,842,930	12,925,540	38.19	12,917,705	4,281	99.94	0.03
Total	335,455,260	297,119,335	88.57	286,756,084	10,359,697	96.51	3.49

In all 419 ballots were received. The votes cast “FOR” the Special Resolution out of the total votes polled represent 96.51%.

Therefore, the Special Resolution as mentioned in the notice of postal ballot dated December 12, 2014 has been passed with the requisite majority.



[Handwritten signature]

Report dated January 29, 2015 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



B. M. SHEMLANI & CO.

CHARTERED ACCOUNTANTS

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

January 29, 2015

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 December 12, 2014.

The summary of votes received is as follows:

Special Resolution No.1:

To invest / acquire the securities of Godrej Consumer Products Limited by way of subscription / purchase or otherwise and/or place inter-corporate deposits with and/or make loans or any other form of debt to and/or investment in the said company and/or give guarantees and/or provide security and/or give guarantees in connection with loan(s) given by any other person to the said company, in addition to the limits already sanctioned, upto a sum of Rs. 400 crore (Rupees Four Hundred Crore).

I found that in all 415 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	251,234,174	251,234,174	100.00	251,234,174	-	100.00	-
Public – Institutional holders	50,378,156	31,962,621	63.45	21,600,205.00	10,362,416.00	67.58	32.42
Public-Others	33,842,930	12,925,540	38.19	12,786,162	137,405	98.92	1.06
Total	335,455,260	296,122,335	88.27	285,620,541	10,499,821	96.45	3.55



D/14, PLOT NO. 1, JAIN TEMPLE, GAUTHAN, CHEMBUR, MUMBAI - 400 071.
TEL.: 404 221 2528 5488 / 2528 0021 EMAIL : office@bmshemlani.biz

The votes cast "FOR" the Special Resolution out of the total votes polled are 96.45%.

Special Resolution No.2:

To invest / acquire the securities, of Godrej International Limited or any other name as may be approved by the regulatory authority(ies), to be formed or incorporated in Labuan (the Malaysian Offshore Federal Territory), by way of subscription/ purchase or otherwise and/or place inter-corporate deposits with and/or make loans or any other form of debt to and/or investment in the said company and/or give guarantees and/or provide security and/or give guarantees in connection with loan(s) given by any other person to the said company, upto a sum of Rs. 10 crore (Rupees Ten Crore).

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Total	335,455,260	297,119,335	88.57	286,756,084	10,359,697	96.51	3.49

The votes cast "FOR" the Special Resolution out of the total votes polled are 96.51%.

Yours truly,

Bharat Shemlani
Membership No.: 046319

