

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

June 23, 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, June 23, 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 May 8, 2015 (cut off date for reckoning the voting rights of the members)	47,302

Resolution No 1:

To invest/acquire the securities in 100% subsidiary GIL Vikhroli Real Estate Limited ('GVREL') (or any other name as may be approved by the regulatory authority(ies)) to be formed or incorporated, by way of subscription/purchase or otherwise, a sum of Rs.152 crores (Rupees One Hundred and Fifty Two Crores Only), notwithstanding that the aggregate of the loan(s) and/or investment(s) and/or inter-corporate deposit(s) and/or contribution(s) so far made in or to be made in and/or any other form of debt and/or the guarantee(s) and/or security(ies) so far given or to be given, to any other person(s) in connection with such loan(s), exceeds the limits/will exceed the limits laid down by 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	251,336,467	251,336,467	100.00	251,336,467	-	100.00	-
Public – Institutional holders	54,009,934	25,665,544	47.52	25,260,323	405,221	98.42	1.58
Public-Others	30,535,573	355,334	1.16	347,479	6,279	97.79	1.77
Total	335,881,974	277,357,345	82.58	276,944,269	411,500	99.85	0.15

In all 524 ballots were received. The votes cast “FOR” the Special Resolution out of the total votes polled represent 99.85%.

Therefore, the Special Resolution as mentioned in the notice of postal ballot dated April 30, 2015 has been passed with the requisite majority.

Resolution No.2:

Resolution required: **Special**

To admit GIL Vikhroli Real Estate Limited (‘GVREL’) (100% subsidiary of the Company) as 40% partner in Godrej Vikhroli Properties LLP (‘GVP-LLP’) by contributing amount equivalent to the capital balance of the Company in the books of GVP-LLP as on date of admission of GVREL and simultaneous retirement of the Company as partner from the said GVP-LLP.

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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Public – Institutional holders	54,009,934	25,665,544	47.52	25,260,323	405,221	98.42	1.58
Public-Others	30,535,573	355,334	1.16	345,622	5,075	97.27	1.43
Total	335,881,974	277,357,345	82.58	276,942,412	410,296	99.85	0.15

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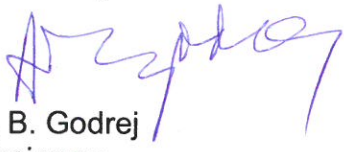


Report dated June 22, 2015 of Mr. B.M. Shemlani, proprietor of B.M. Shemlani & Co., Chartered Accountants, scrutinizer appointed for the postal ballot is enclosed herewith.

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.

June 22, 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 & 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 April 30, 2015.

The summary of votes received is as follows:

Special Resolution No.1:

To invest/acquire the securities in 100% subsidiary GIL Vikhroli Real Estate Limited ('GVREL') (or any other name as may be approved by the regulatory authority(ies)) to be formed or incorporated, by way of subscription/purchase or otherwise, a sum of Rs.152 crores (Rupees One Hundred and Fifty Two Crores Only), notwithstanding that the aggregate of the loan(s) and/or investment(s) and/or inter-corporate deposit(s) and/or contribution(s) so far made in or to be made in and/or any other form of debt and/or the guarantee(s) and/or security(ies) so far given or to be given, to any other person(s) in connection with such loan(s), exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

I found that in all 524 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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Public – Institutional holders	54,009,934	25,665,544	47.52	25,260,323	405,221	98.42	1.58
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Total	335,881,974	277,357,345	82.58	276,944,269	411,500	99.85	0.15

The votes cast "FOR" the Special Resolution out of the total votes polled are 99.85%.

Special Resolution No.2:

To admit GIL Vikhroli Real Estate Limited ('GVREL') (100% subsidiary of the Company) as 40% partner in Godrej Vikhroli Properties LLP ('GVP-LLP') by contributing amount equivalent to the capital balance of the Company in the books of GVP-LLP as on date of admission of GVREL and simultaneous retirement of the Company as partner from the said GVP-LLP.

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Total	335,881,974	277,357,345	82.58	276,942,412	410,296	99.85	0.15

The votes cast "FOR" the Special Resolution out of the total votes polled are 99.85%.

Yours truly,


Bharat Shemlani
Membership No.:046319
Ref. No. 18065



