

Godrej Industries Ltd.
Regd. Office : Godrej One,
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.godrejindustries.com
CIN : L24241MH1988PLC097781

August 14, 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 023.

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,

Compliance under Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of the Voting Results of the AGM

As per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 30th AGM. The E-voting was open from August 9, 2018 (9.00 a.m.) to August 12, 2018 (5.00 p.m.).

In line with the provisions of the Companies Act, 2013, voting by poll was conducted for shareholders present at the meeting and who had not cast their vote by remote e-voting.

The Board of Directors had appointed Mr. Kalidas Vanjpe, Practicing Company Secretary, as the Scrutinizer for the remote E- voting and also for the Poll at the meeting. The Scrutinizer had carried out the scrutiny of the votes cast by remote e-voting and by poll at the meeting and submitted his consolidated report.

The Scrutinizer's Report and the voting results which also has the details of resolutions passed and the voting pattern is enclosed herewith duly countersigned by the Chairman.

The exchanges are hereby informed that as per the Scrutinizer's Report which has been duly countersigned by the Chairman, all the Resolutions as mentioned in the Notice of AGM have been passed with the requisite majority.

Thank you.

Yours faithfully,
For Godrej Industries Limited



Nilufer Shekhawat
Company Secretary





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

August 14, 2018

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

Dear Sir,

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 13th August, 2018 at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikroli, Mumbai

I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting and for the poll taken on the resolutions as mentioned in the Annexure, at the Annual General Meeting of the Equity Shareholders of Godrej Industries Limited, held on 13th August, 2018 at 2.30 p.m. at Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikroli, Mumbai, 400079 and I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. 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 Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The consolidated results of the e-voting and Poll is given in the annexure.
5. A soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is sent separately.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Yours truly,

Kalidas Vanjpe
Practising Company Secretary



[Home](#)[Validate](#)

Voting results

Record date	06-07-2018
Total number of shareholders on record date	70252
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	11
b) Public	58
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	10
Disclosure of notes on voting results	Add Notes

[Prev](#)

Home

Reports

Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements (both standalone and consolidated) of the Company for the year ended March 31, 2018 which includes the Statement of Profit & Loss, Cash				
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		45676493	80.0890	45437022	239471	99.4757	0.5243
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45676493	80.0890	45437022	239471	99.4757	0.5243
Public- Non Institutions	E-Voting		4557035	16.2680	4557030	5	99.9999	0.0001
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4559574	16.2771	4559569	5	99.9999	0.0001
Total		336380913	301572534	89.6521	301333058	239476	99.9206	0.0794
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this field is optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Resolution (2)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No To declare a dividend on Equity Shares				
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public-Institutions	E-Voting		45712993	80.1530	45712993	0	100.0000	0.0000
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	45712993	0	100.0000	0.0000
Public- Non Institutions	E-Voting		4563786	16.2921	4563781	5	99.9999	0.0001
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4566320	5	99.9999	0.0001
Total		336380913	301615785	89.6650	301615780	5	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution:							Add notes	

* This fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Resolution (3)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary Yes To appoint a Director in place of Mr. V M Crishna (DIN: 00066267) who retires by rotation and being eligible offers himself for re-appointment				
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		45712993	80.1530	18487030	27225963	40.4415	59.5585
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	18487030	27225963	40.4415	59.5585
Public- Non Institutions	E-Voting		4563786	16.2921	4551340	12446	99.7273	0.2727
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4553879	12446	99.7274	0.2726
Total		336380913	301615785	89.6650	274377376	27238409	90.9692	9.0308
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* Fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Home

Validate

Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. N S Nabar (DIN: 06521655) who retires by rotation and being eligible offers himself for re-appointment				
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		45712993	80.1530	43827007	1885986	95.8743	4.1257
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	43827007	1885986	95.8743	4.1257
Public- Non Institutions	E-Voting		4563786	16.2921	4563757	29	99.9994	0.0006
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4566296	29	99.9994	0.0006
Total		336380913	301615785	89.6650	299729770	1886015	99.3747	0.6253
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution							Add Notes	

* This field is optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



[Home](#)
[Validate](#)

Resolution (5)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of appointment of Statutory Auditors and fixing their remuneration				
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		45712993	80.1530	44972878	740115	98.3810	1.6190
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	44972878	740115	98.3810	1.6190
Public- Non Institutions	E-Voting		4563786	16.2921	4563777	9	99.9998	0.0002
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4566316	9	99.9998	0.0002
Total		336380913	301615785	89.6650	300875661	740124	99.7546	0.2454
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* This table are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public- Non Institutions	0




Home Validate

Resolution (6)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special Yes Reappointment of and remuneration payable to Ms. T A Dubash as whole-time director				
Description of resolution considered								
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		45712993	80.1530	45653091	59902	99.8690	0.1310
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	45653091	59902	99.8690	0.1310
Public- Non Institutions	E-Voting		4563786	16.2921	4563750	36	99.9992	0.0008
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4566289	36	99.9992	0.0008
Total		336380913	301615785	89.6650	301555847	59938	99.9801	0.0199
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* This fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Home Validate

Resolution (7)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No				
Description of resolution considered				Reappointment of and remuneration payable to Mr. N S Nabar as whole-time director				
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		45712993	80.1530	45653091	59902	99.8690	0.1310
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	45653091	59902	99.8690	0.1310
Public- Non Institutions	E-Voting		4563786	16.2921	4563750	36	99.9992	0.0008
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4566289	36	99.9992	0.0008
Total		336380913	301615785	89.6650	301555847	59938	99.9801	0.0199
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution:							Add Notes	

*This fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Home Validate

Resolution (8)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No Contribution to bonafide charitable and other funds				
Description of resolution considered								
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		33237265	58.2781	16612452	16624813	49.9814	50.0186
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	33237265	58.2781	16612452	16624813	49.9814	50.0186
Public- Non Institutions	E-Voting		4323751	15.4352	4311197	12554	99.7097	0.2903
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4326290	15.4443	4313736	12554	99.7098	0.2902
Total		336380913	288900022	85.8848	272262655	16637367	94.2411	5.7589
Whether resolution is Pass or Not:							Yes	
Disclosure of notes on resolution:							Add Notes	

*The fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (9)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No Creation of charges				
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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public- Institutions	E-Voting		45712993	80.1530	45712993	0	100.0000	0.0000
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	45712993	0	100.0000	0.0000
Public- Non Institutions	E-Voting		4563786	16.2921	4563749	37	99.9992	0.0008
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4566288	37	99.9992	0.0008
Total		336380913	301615785	89.6650	301615748	37	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



File Validate

Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Remuneration of M/s R Nanabhoy & Co. Cost Auditors 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		251336467	100.0000	251336467	0	100.0000	0.0000
	Poll	251336467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	251336467	251336467	100.0000	251336467	0	100.0000	0.0000
Public-Institutions	E-Voting		45712993	80.1530	45559347	153646	99.6639	0.3361
	Poll	57032201	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57032201	45712993	80.1530	45559347	153646	99.6639	0.3361
Public- Non Institutions	E-Voting		4563786	16.2921	4563776	10	99.9998	0.0002
	Poll	28012245	2539	0.0091	2539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28012245	4566325	16.3012	4566315	10	99.9998	0.0002
Total		336386913	301615785	89.6650	301462129	153656	99.9491	0.0509
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* All fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



For Godrej Industries Ltd.

[Signature]
Chairman