

Godrej Industries Ltd.
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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

Twv/

September 8, 2014

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

The National Stock Exchange of India Ltd.
Exchange Plaza, 4th Floor,
Bandra-Kurla Complex,
Mumbai 400 051

Dear Sirs,

We enclose a copy of the minutes of the Annual General Meeting of the Company held on August 9, 2014.

This is in compliance of Clause 31 of the Listing Agreement.

Thank you.

Yours faithfully,
for Godrej Industries Ltd.



K.R. Rajput
Company Secretary

encl.: as above.



Minutes of the Twenty Sixth Annual General Meeting of Godrej Industries Limited held on Saturday, August 9, 2014 at 3.30 P.M. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400 021.

Present:

Mr. A. B. Godrej	Chairman
Mr. N. B. Godrej	Managing Director
Mr. J. N. Godrej	Director
Mr. S. A. Ahmadullah	Director
Mr. A. B. Choudhury	Director
Mr. V. M. Crishna	Director
Mr. K. K. Dastur	Director
Mr. K. M. Elavia	Director
Dr. N. D. Forbes	Director
Mr. K. N. Petigara	Director
Ms. T. A. Dubash	Executive Director & Chief Brand Officer
Mr. N. S. Nabar	Executive Director & President (Chemicals)
Mr. D. Z. Fraser	Partner of M/s. Kalyaniwalla & Mistry, Chartered Accountants, Auditors of the Company
Mr. Clement Pinto	Chief Finance Officer
Mr. K. R. Rajput	Company Secretary
Mr. Kalidas Vanjpe	Practicing Company Secretary (Scrutinizer for E-voting and Poll)

114 members/ authorized representatives and 13 proxies were present.

1. Chairman of the Meeting

Mr. A. B. Godrej, Chairman of the Company, took the chair and welcomed all the members to the Twenty-sixth Annual General Meeting (AGM).

After noting that the required quorum was present, the Chairman called the meeting to order.

2. Notice convening the Meeting and Auditor's Report

The Chairman informed the shareholders that the notice dated June 20, 2014, convening the Annual General Meeting along with the Annual Report for the Financial Year 2013-14 had been circulated to the shareholders and with the permission of the shareholders present, the notice of the meeting was taken as read.

The Chairman further informed that the Auditor's Report on the Financial Statements of the Company for the Financial Year ended March 31, 2014 did not have any qualifications. Accordingly, as provided in the Companies Act, 2013 the Auditors' Report was not read.

3. Chairman's Statement

The Chairman then addressed the meeting with his opening remarks as follows:

"I am delighted to share with you the events, developments and the progress by Godrej Industries Limited during the financial year ended March 2014. In a challenging macro-economic environment, your Company continued to do well in most of its core businesses. This is a reflection of the diverse and resilient business model that your Company has created which not only captures a diverse range of businesses in some of the key growth sectors of the economy but also enables sustained performance through various business cycles.

As a conglomerate with interest in diverse businesses, growth at the consolidated level is pursued through competitively growing your Company's core businesses, building an environment to achieve transformation while also nurturing and investing in emergent businesses of the future.

The essence of your Company's business strategy is captured in the approach called CREATE which stands for:

C - Consumer

Godrej Consumer Products Limited (GCPL), in 2013-14, has been able to consistently improve its positioning and market share. In a challenging macroeconomic environment, GCPL prudently managed the business and launched several excellence initiatives to further enhance the operational performance. This has enabled GCPL to report yet another year of healthy results in both, the domestic and international operations.

The response to GCPL's innovations has been very encouraging. The innovation pipeline remains strong which gives the confidence of building a stronger brand presence. Continuous focus on innovation, prudent cost management, delivering in core categories, and stimulating growth in the key geographies will hold GCPL in good stead for future progress. I am pleased to share that GCPL was ranked 31st globally in Forbes World's 100 most innovative growth Company's list and was the highest ranked amongst Indian Companies in that list. We will at the same time focus on intensifying efforts in enhancing the distribution network and improving productivity through technology.

GCPL maintains focus on the 3x3 strategy as it believes that the opportunities across all its geographies and categories are immense. With the strategic foundation in place, your Company is confident of sustaining GCPL's growth going forward.

The letter C of CREATE also stands for Chemicals

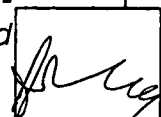
The Chemicals business was impacted by the macroeconomic situation and had a difficult year. I am pleased to share that the new oleo-chemicals facility at Ambernath has commenced operations in the last quarter of the fiscal year 2013-14. We expect the additional capacities to augment overall efficiencies and enable us to deliver healthy performance in the years to come. I would like to take this opportunity to share with you that your Company's Chemicals business won the CII Environmental Best Practices Award 2013 for Innovation for the Valia factory's Effluent Treatment Plant sludge reduction project. The award recognizes best innovative environmental projects and facilitates information sharing to enhance environmental performance and operational efficiency. This initiative ties in directly with your Company's greener India goal of having zero waste to landfill.

The letters R and E of CREATE stands for Real Estate

The real estate subsidiary of your Company, Godrej Properties Limited delivered healthy financial results in a challenging environment reporting a growth of 20% in revenues, 21% in EBITDA and 15% in Net Profit in 2013-14. This performance demonstrates GPL's ability to maintain growth in difficult market conditions and underlines the effectiveness of our resilient and differentiated business model and strong execution. During the year, GPL signed 8 new projects adding 13 million sq. ft. of saleable area to its portfolio. The new projects are located in Mumbai, the National Capital Region, Pune, Bengaluru and Chennai. The projects added are of substantial size and are in line with GPL's long term strategy of focusing on value accretive and risk efficient models.

The letter A of CREATE stands for Agri Business

A healthy monsoon combined with a strong and innovative Agri product basket enabled your Company to register yet another year of strong growth across all agri verticals. GAVL's consolidated revenue grew by 16% and net profit by 80%. I am happy to share that the Animal Feed vertical of GAVL crossed the one million tonne mark of animal feed in fiscal 2013-14 with strong profitability. This strong performance was backed by innovative products as a result of R&D efforts and efficiency in buying. The Oil Palm vertical delivered a growth of 31% in revenue supported by robust oil prices. Higher revenue and operational efficiencies helped improve the profitability of this vertical. The Agri-inputs vertical delivered a growth of 38% in revenue aided by good


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monsoons in the year. Hitweed, our cotton herbicide continues to do very well and recorded a growth of 70% in this fiscal year. The Poultry vertical too did well recording a growth of 36% in revenues, despite a tough year for the industry. We are focusing on strengthening our sales and distribution network. I am confident that GAVL will continue on its strong growth path in the years to come.

The letter T of CREATE stands for Transformation

As a Group, your Company believes in inclusive growth that aims at enhancing the competitiveness of the businesses while simultaneously advancing the economic and social conditions of the communities in which it operates. This focus is implemented Group wide through the shared value initiative called 'Godrej Good and Green'.

As part of Good & Green, the Group, by 2020, aspires to create a more employable Indian workforce, a greener India and innovate for products that are greener or cater to the bottom of the income pyramid. The Group has made good progress on each of the objectives during the last fiscal year. Through employability programs in beautician training, channel sales, rural entrepreneurship and animal husbandry, the Group has been able to train thousands of unemployed or underemployed youth in the last year. I am pleased to share with you that in the Brand Trust Report, 2014 Godrej was ranked 3rd in the all India rank for most trusted Brand (6th in the previous year). This is testimony to the strong brand equity whilst also ensuring that the heritage brand is relevant and dynamic.

The letter E of CREATE stands for Emergent Businesses

Over the years, your Company has selectively incubated new businesses and grown them successfully. The current emergent businesses viz. Natures Basket and the Seeds business are evolving fast. Natures Basket, the gourmet food retailing business, is one such business where your Company sees immense growth potential given low penetration levels and a growing addressable market. This business is ramping up well with healthy increase in same store sales as well as opening of new stores. Natures Basket is now spread across 6 key metros in India through 33 stores. The business recorded a 36% growth in revenues. I am pleased to share with you that Natures Basket won several awards including "The Most Admired Retailer of the year" – in 'Food & Grocery' category and "The Most Admired Retailer in 'Customer Relations.'"

We are investing strongly in our latest emergent business – the seeds business. The initial focus will be on maize and paddy supported by a strong R&D. The revenues of this business grew a healthy 92% during this fiscal year and we look at expanding into additional geographies in the coming Kharif season.

Overall, your Company is optimistic about the future given that the building blocks are in place to capitalize on the tremendous growth opportunities for your Company's businesses. We remain confident of achieving long term objectives of inclusive, sustainable and profitable growth, in line with our CREATE strategy, while fostering an inspiring place to work and creating shared value for all our stakeholders.

Performance during April - June 2014

I would also like to now update you on the results of the first quarter of the current financial year, which were taken on record by the Board at its meeting held this afternoon.

The consolidated total income for the first 3 months of the current year is Rs. 2,394 crore as against Rs. 1,945 crore in the previous year, a growth of 23%. The consolidated Profit before tax for the quarter ended June 30, 2014 is Rs. 126 crore as against Rs. 100 crore in the previous year, a growth of 26%. The consolidated Net Profit for the quarter ended June 30, 2014 is Rs. 78 crore as against Rs.53 crore in the previous year, a growth of 46%.

I would like to thank all your Company's employees for their contribution in the continued success of Godrej Industries. I would also like to extend my gratitude towards our business partners and associates, vendors as well as the Central and State governments for their continued support. Finally, I would like to express my sincere appreciation to you for your continued faith, trust, encouragement and support."

4. Queries by shareholders and voting

After completion of his address, the Chairman, informed the shareholders that in view of the Companies Act, 2013, the format of conducting an Annual General Meeting had changed. He further informed the shareholders that in terms the Companies Act, 2013, the Rules framed thereunder, and the provisions of the Listing Agreement with the Stock Exchanges, the Company had provided electronic voting facility to the members to exercise their rights to vote by electronic means on all of the businesses specified in the Notice. He further informed the shareholders that those shareholders who could not cast their votes by E-voting, could vote at this meeting by way of Poll. He then invited the shareholders to speak or ask questions pertaining to the performance of the Company, during the year under review. In response to the Chairman's invitation, the following shareholders spoke:

- Mr. Kirti Shah
- Mr. Ghanshyam Bharucha
- Ms. H. S. Patel
- Mr. Gautam Tiwari


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- Mr. Vinay Bhide
- Mr. Dinesh G. Bhatia
- Mr. Vinod Agarwal
- Mr. Sharadkumar J. Shah
- Mr. Shailesh Mahadevia
- Mr. Michael Martins
- Mr. Hiren A. Vyas
- Mr. Beruz Feramroz
- Mr. Suresh Khanolkar
- Mr. Hiranand Kotwani

The above shareholders gave their observations / sought clarification on certain matters reported in the annual report and the general performance of the Company. A few of the clarification sought are as under:-

- Is the Company arranging any factory visit.
- What is exported to foreign countries and what is the income received from exports.
- What is the total number of workers in the Company and the attrition rate.
- What were the capex plan of the Company.
- Why no reference of Awards received by the Company during year was not given in the 'contents' page of the Annual Report.
- Who are the competitors of Natures Baskets Ltd. What is the strategy for future.
- What are the products manufactured at Wadala factory.
- How will the Company use the land at Vikhroli since the factory has been shifted to Ambernath.
- Appreciated that the annual report is informative and the design is good.
- Is the Company considering any bonus issue.
- Requested to consider preferential allotment of shares to GIL shareholders if GAVL goes public.
- In the Seed business, why the Company has only maize and paddy.
- Company should reduce borrowing and come out with a rights issue of shares.
- Meeting on Saturday is good as it is a holiday and more shareholders can attend.
- Has the Company received any benefit from budget with respect to import duty.
- Congratulated for the exceedingly good performance of the Subsidiary, Godrej Agrovet Limited.
- Under which category ISO 27001 has been granted.

The Chairman replied to the queries raised / information sought. He informed shareholders that the Board of Directors of the Company had appointed Mr. Kalidas Vanjpe, a Practising Company Secretary, as

Scrutinizer for the E-voting under Section 108 of the Companies Act, 2013 and also for the Poll at the AGM of the Company, to scrutinize the E-voting and Poll process in a fair and transparent manner. He further informed the shareholders that Mr. Vanjpe would submit his report to him. He then ordered a Poll on all the Ordinary and Special Business as mentioned in the Notice of this AGM.

The Ordinary and Special Business as mentioned in the Notice of the AGM along with the resolutions are as follows:

Ordinary Business

1) Adoption of Accounts and Reports thereon (*Ordinary Resolution*)

RESOLVED THAT the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2014 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2014, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report, placed before this meeting, be and are hereby adopted.

2) Declaration of dividend for the financial year ended March 31, 2014 (*Ordinary Resolution*)

RESOLVED THAT final dividend @ Rs.1.75 per equity share, aggregating Rs. 58.70 crore recommended by the Board of directors for the year ended March 31, 2014, be and is hereby approved.

RESOLVED THAT sanction be and is hereby given to the payment of final dividend to all equity shareholders whose names appear in the Register of Members of the Company on the eligibility date fixed by the Company i.e. August 1, 2014 [Book Closure dates August 2, 2014 to August 9, 2014] at the rate of Rs.1.75 per equity share, aggregating Rs. 58.70 crore out of the profits available for appropriation.

3) Reappointment of retiring Director – Mr. J.N. Godrej (*Ordinary Resolution*)

RESOLVED THAT Mr. J. N. Godrej (DIN: 00076250), who retires by rotation and being eligible be and is hereby reappointed as a Director of the Company, liable to retire by rotation.

**4) Reappointment of retiring Director – Ms. T.A. Dubash
(Ordinary Resolution)**

RESOLVED THAT Ms. T.A. Dubash (DIN: 00026028), who retires by rotation and being eligible be and is hereby reappointed as a Director of the Company, liable to retire by rotation.

5) To appoint Auditors of the Company (Ordinary Resolution)

RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 104607W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the fourth consecutive Annual General Meeting (subject to ratification of re-appointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be decided by the Board of Directors of the Company.

Special Business

6) Appointment of Mr. S. A. Ahmadullah as an Independent Director of the Company (Ordinary Resolution)

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Mr. S. A. Ahmadullah (DIN: 00037137), as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting i.e. August 9, 2014.

7) Appointment of Mr. A. B. Choudhury as an Independent Director of the Company (Ordinary Resolution)

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other


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approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Mr. A. B. Choudhury (DIN: 00557547), as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting i.e. August 9, 2014.

8) Appointment of Mr. K. K. Dastur as an Independent Director of the Company (*Ordinary Resolution*)

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Mr. K. K. Dastur (DIN: 00050199), as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting i.e. August 9, 2014.

9) Appointment of Mr. K. M. Elavia as an Independent Director of the Company (*Ordinary Resolution*)

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Mr. K. M. Elavia (DIN: 00003940), as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting i.e. August 9, 2014.

10) Appointment of Dr. N. D. Forbes as an Independent Director of the Company (*Ordinary Resolution*)

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Dr. N. D. Forbes (DIN: 00630825), as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting i.e. August 9, 2014.

11) Appointment of Mr. K. N. Petigara as an Independent Director of the Company (*Ordinary Resolution*)

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Mr. K.N. Petigara (DIN: 00066162), as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting i.e. August 9, 2014.

12) Remuneration of R. Nanabhoy & Co., as Cost Auditors of the Company (*Ordinary Resolution*)

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. R. Nanabhoy & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, for the financial year ending March 31, 2015 for the conduct of the audit of the cost records of the Company be paid a remuneration of Rs.2.20 lac per annum exclusive of service tax and out-of-pocket expenses.


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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

13) Investment in Verseon Corporation u/s 186 of the Companies Act, 2013 (*Special Resolution*)

RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereto, if any, including any statutory modification(s)/ amendment(s) / revision(s) / re-enactment thereof (hereinafter referred to as 'the Act') and/or any other law, as may be applicable, and/or any other approvals, as may be required, the Company be and is hereby authorised to further invest/acquire the securities of Verseon Corporation by way of subscription/purchase or otherwise, in addition to the limits already sanctioned, upto a sum of Rs.15 crore (Rupees Fifteen Crore Only), notwithstanding that the aggregate of the investments so far made in or to be made in and the loans and the guarantees so far given, exceeds the limits laid down by the Act.

RESOLVED FURTHER THAT the Management Committee of the Board of Directors and/or Mr. A. B. Godrej, Chairman, Mr. N. B. Godrej, Managing Director, Ms. T. A. Dubash, Executive Director & Chief Brand Officer, Mr. N. S. Nabar, Executive Director & President (Chemicals) and Mr. Clement Pinto, Chief Financial Officer, be and are hereby severally authorised to take from time to time all decisions and steps necessary, expedient or proper in respect of the above investment(s) including the timing, the amount and other terms and conditions of such transaction(s) and also to take all decisions including varying any of them through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it or they may, in its or their absolute discretion, deem appropriate, subject to the specified limits, for effecting the above transaction.

RESOLVED FURTHER THAT the limits indicated hereinabove in case of divestment, renewal, withdrawal, transfer or sale of investment as the case may be, be restored to the original sanctioned limit of Rs.15 crore (Rupees Fifteen Crore Only).

The Chairman informed the shareholder to raise their hands if they did not have the poll papers. Before the voting began, he requested that the empty Poll Boxes be locked after showing them to the shareholders. After the Poll Boxes were locked he requested the shareholders to cast their vote and deposit the Poll paper in the ballot boxes. The shareholders casted their votes by way of Poll and the Poll Boxes were sealed. The Chairman then informed the shareholders that

the Results of voting would be announced on Tuesday, August 12, 2014 by intimation to the Stock Exchanges as well as uploaded on the website of the Company. He then thanked all the Members for their continued support to the Company. Mr. Beruz Feramroz proposed a vote of thanks to the Chair. With this the Chairman declared the Twenty Sixth Annual General Meeting as concluded.

Results of E-voting and Poll

The results of e-voting (conducted from August 4, 2014 to August 5, 2014) and poll, as announced by the Chairman at the AGM i.e. on Tuesday, August 12, 2014 was intimated to the Stock Exchanges and uploaded on the website of the Company, are annexed herewith as Annexure – I. Accordingly the resolutions for businesses as per the notice of the Annual General Meeting were passed with requisite majority.



Chairman

Encl.: Annexure – I

Date: September 6, 2014

ANNEXURE - I

(This document forms part of Minutes of the Twenty Sixth Annual General Meeting of Godrej Industries Limited held on Saturday, August 9, 2014 at 3.30 P.M. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021.)

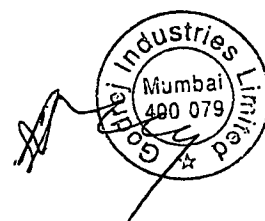
Outcome / result of voting (E-voting and Poll) conducted for 26th Annual General Meeting of the Equity Shareholders of the Company.

Date of the AGM	9-Aug-14	
Total number of shareholders on record date (30th June 2014)	42323	
No. of Shareholders present in the meeting either in person or through proxy:	In Person	In Proxy
Promoters and Promoter Group	1	0
Public	113	13
No. of Shareholders attended the meeting through Video Conferencing	In person	In Proxy
Promoters and Promoter Group:		
Public:	Nil	Nil

Resolution No.1 in the Notice of AGM dated June 20, 2014

Details of Agenda	Adoption of audited financial statements (both standalone and consolidated), Report of Board of Directors and Auditors for the year ended March 31, 2014.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	502257	6	100.00%	0.00%
Total	335455260	264850196	78.95%	264850190	6	100.00%	0.00%



Resolution No.2 in the Notice of AGM dated June 20, 2014

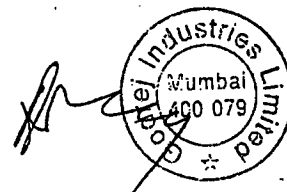
Detail of Agenda	Declaration of dividend.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	502263	0	100.00%	0.00%
Total	335455260	264850196	78.95%	264850196	0	100.00%	0.00%

Resolution No.3 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of a Director in place of Mr. J. N. Godrej, who retires by rotation and being eligible, offers himself for re-appointment.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	251234174	244831005	97.45%	244831005	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	258447027	77.04%	258446127	900	100%	0.00%



Resolution No.4 in the Notice of AGM dated June 20, 2014

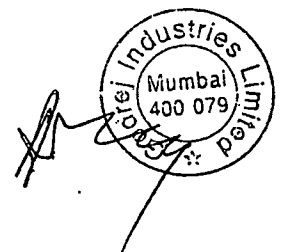
Detail of Agenda	Appointment of a Director in place of Ms. T. A. Dubash, who retires by rotation and being eligible, offers herself for re-appointment.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	246965391	98.30%	246965391	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	8757814	4355945	66.78%	33.22%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	260581413	77.68%	256224568	4356845	98.33%	1.67%

Resolution No.5 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Auditors of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13108411	20.47%	13072361	36050	99.72%	0.28%
Public-Others	20170134	502263	2.49%	502257	6	100.00%	0.00%
Total	335455260	264844848	78.95%	264808792	36056	99.99%	0.01%



Resolution No.6 in the Notice of AGM dated June 20, 2014

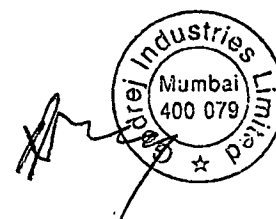
Detail of Agenda	Appointment of Mr. S. A. Ahmadullah as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	12962211	151548	98.84%	1.16%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264697748	152448	99.94%	0.06%

Resolution No.7 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Mr. A. B. Choudhury as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264849296	900	100%	0.00%



Resolution No.8 in the Notice of AGM dated June 20, 2014

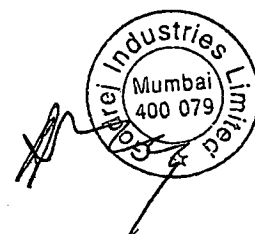
Detail of Agenda	Appointment of Mr. K. K. Dastur as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	12962211	151548	98.84%	1.16%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264697748	152448	99.94%	0.06%

Resolution No.9 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Mr. K. M. Elavia as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13077709	36050	99.73%	0.27%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264813246	36950	99.99%	0.01%



Resolution No.10 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Dr. N. D. Forbes as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	2234077	10879682	17.04%	82.96%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	253969614	10880582	95.89%	4.11%

Resolution No.11 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Mr. K. N. Petigara as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	8836597	4277162	67.38%	32.62%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	260572134	4278062	98.38%	1.62%



Resolution No.12 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Remuneration of R. Nanabhoy & Co., as Cost Auditors of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	501357	906	99.82%	0.18%
Total	335455260	264850196	78.95%	264849290	906	100%	0.00%

Resolution No.13 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Investment in Verseon Corporation u/s 186 of the Companies Act, 2013.
Resolution Required	Special
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	12167751	19.00%	350554	11817197	2.88%	97.12%
Public-Others	20170134	502263	2.49%	501307	956	99.81%	0.19%
Total	335455260	263904188	78.67%	252086035	11818153	95.52%	4.48%

For Godrej Industries Limited


A. B. Godrej
Chairman





KALIDAS VANJPE

B.Com. (Hon), LL.B.(G), F.C.S.
Practising Company Secretary

307, Dev Milan, Above Woodland Retreat, L. B. S. Marg, Thane 400 604.
Cell : 9920271677 • e-mail : kalidasvanjpe@gmail.com • kalidasvanjpe.blogspot.com

August 11, 2014

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

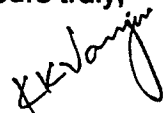
Dear Sir,

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 9th August, 2014 at Yashwantrao Chavan Pratishthan, Mumbai

I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting on the below mentioned resolutions. Accordingly, I downloaded the data and submitted my report on the same. For the purpose of consolidation, I have used the said data in this final report. I was also appointed as Scrutinizer for the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Godrej Industries Limited, held on 9th August, 2014 at 3.30 p.m. at Yashwantrao Chavan Pratishthan, General Jagannath Bhosle Marg, Nariman Point, Mumbai, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were 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



Godrej Industries Limited- Details of Outcome of AGM
(Annexure to Scrutinizer's report dt. 11th August, 2014)

Date of the AGM	9-Aug-14	
Total number of shareholders on record date (30th June 2014)	42323	
No. of Shareholders present in the meeting either in person or through proxy:	In person	In Proxy
Promoters and Promoter Group	1	0
Public	113	13
No. of Shareholders attended the meeting through Video Conferencing	In person	In Proxy
Promoters and Promoter Group:		
Public:	Nil	Nil

Resolution No.1 in the Notice of AGM dated June 20, 2014

Details of Agenda	Adoption of audited financial statements (both standalone and consolidated), Report of Board of Directors and Auditors for the year ended March 31, 2014.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	502257	6	100.00%	0.00%
Total	335455260	264850196	78.95%	264850190	6	100.00%	0.00%



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Resolution No.2 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Declaration of dividend.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	502263	0	100.00%	0.00%
Total	335455260	264850196	78.95%	264850196	0	100.00%	0.00%

Resolution No.3 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of a Director in place of Mr. J. N. Godrej, who retires by rotation and being eligible, offers himself for re-appointment.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	244831005	97.45%	244831005	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	258447027	77.04%	258446127	900	100.00%	0.00%



Resolution No.4 in the Notice of AGM dated June 20, 2014

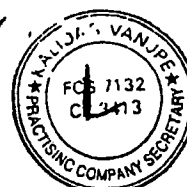
Detail of Agenda	Appointment of a Director in place of Ms. T. A. Dubash, who retires by rotation and being eligible, offers herself for re-appointment.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	251234174	246965391	98.30%	246965391	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	8757814	4355945	66.78%	33.22%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	260581413	77.68%	256224568	4356845	98.33%	1.67%

Resolution No.5 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Auditors of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13108411	20.47%	13072361	36050	99.72%	0.28%
Public-Others	20170134	502263	2.49%	502257	6	100.00%	0.00%
Total	335455260	264844848	78.95%	264808792	36056	99.99%	0.01%



Resolution No.6 In the Notice of AGM dated June 20, 2014

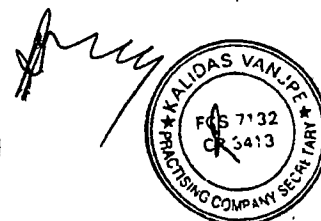
Detail of Agenda	Appointment of Mr. S. A. Ahmadullah as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	12962211	151548	98.84%	1.16%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264697748	152448	99.94%	0.06%

Resolution No.7 In the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Mr. A. B. Choudhury as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264849296	900	100.00%	0.00%



Resolution No.8 in the Notice of AGM dated June 20, 2014

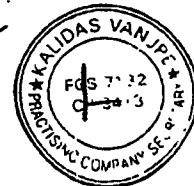
Detail of Agenda	Appointment of Mr. K. K. Dastur as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	12962211	151548	98.84%	1.16%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264697748	152448	99.94%	0.06%

Resolution No.9 in the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Mr. K. M. Elavia as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13077709	36050	99.73%	0.27%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	264813246	36950	99.99%	0.01%



Resolution No.10 In the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Dr. N. D. Forbes as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	2234077	10879682	17.04%	82.96%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	253969614	10880582	95.89%	4.11%

Resolution No.11 In the Notice of AGM dated June 20, 2014

Detail of Agenda	Appointment of Mr. K. N. Petigara as Independent Director of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	8836597	4277162	67.38%	32.62%
Public-Others	20170134	502263	2.49%	501363	900	99.82%	0.18%
Total	335455260	264850196	78.95%	260572134	4278062	98.38%	1.62%



Resolution No.12 In the Notice of AGM dated June 20, 2014

Detail of Agenda	Remuneration of R. Nanabhoy & Co., as Cost Auditors of the Company.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	13113759	20.47%	13113759	0	100.00%	0.00%
Public-Others	20170134	502263	2.49%	501357	906	99.82%	0.18%
Total	335455260	264850196	78.95%	264849290	906	100.00%	0.00%

Resolution No.13 In the Notice of AGM dated June 20, 2014

Detail of Agenda	Investment in Verseon Corporation u/s 186 of the Companies Act, 2013.
Resolution Required	Special
Mode of Voting	E-voting/Poll

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	251234174	251234174	100.00%	251234174	0	100.00%	0.00%
Public – Institutional holders	64050952	12167751	19.00%	350554	11817197	2.88%	97.12%
Public-Others	20170134	502263	2.49%	501307	956	99.81%	0.19%
Total	335455260	263904188	78.67%	252086035	11818153	95.52%	4.48%

11th August, 2014



KK Vanjpe
Kalidas Vanjpe
Practising Company Secretary