

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 No.: L24241MH1988PLC097781

June 3, 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,
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 3, 2014 at 11.00 a.m. 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 April 18, 2014 (cut off date for reckoning the voting rights of the members)	43,778

Resolution No 1:

Scheme of Amalgamation of Wadala Commodities Limited ("WCL") with Godrej Industries Limited ("GIL") and their respective shareholders which inter-alia includes issue of equity shares to the shareholders of WCL and bonus equity shares to the public shareholders of GIL.



The Godrej logo, featuring the word "Godrej" in a stylized, cursive font.

Resolution required: **Ordinary (Including all shareholders):**

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	63,765,720	26,735,759	41.93	16,914,091	7,093,581	63.26	26.53
Public-Others	20,455,366	5,259,420	25.71	5,243,423	6,686	99.70	0.13
Total	335,455,260	283,229,353	84.43	273,391,688	7,100,267	96.53	2.51

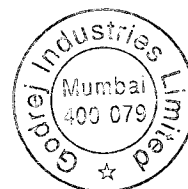
In all 1,002 ballots were received. The votes cast “FOR” the Ordinary Resolution (including all shareholders) out of the total votes polled represent 96.53%.

Therefore, the Ordinary Resolution as mentioned at in the notice of postal ballot dated April 15, 2014 has been passed with the requisite majority.

Resolution required: **Ordinary (Including only public shareholders pursuant to SEBI Circular Number CIR/CFD/DIL/5/2013 and Circular Number CIR/CFD/DIL/8/2013) dated February 4, 2013 and May 21, 2013 respectively:**

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
Public – Institutional holders	63,765,720	26,735,759	41.93	16,914,091	7,093,581	63.26	26.53
Public-Others	20,455,366	5,259,420	25.71	5,243,423	6,686	99.70	0.13
Total	84,221,086	31,995,179	37.99	22,157,514	7,100,267	69.25	22.19

In all 973 ballots were received. The votes cast by the public shareholders of Company in favor of the Resolution 1 are more (69.25%) than the number of votes cast by the public shareholders against it (22.19%). Hence the resolution is passed in terms of para 5.16 of Circular Number CIR/CFD/DIL/5/2013 dated February 4, 2013 issued by Securities and Exchange Board of India read with para 7 of Circular Number CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by Securities and Exchange Board of India (“SEBI Circular”) and conditions laid down in the Observation Letters dated April 2, 2014 issued by the BSE Limited and the National Stock Exchange of India Limited respectively.



Resolution No.2:

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. 250 crore (Rupees Two Hundred and Fifty 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	63,765,720	26,735,759	41.93	16,914,106	7,093,556	63.26	26.53
Public-Others	20,455,366	5,259,415	25.71	5,104,210	136,745	97.05	2.60
Total	335,455,260	283,229,348	84.43	273,252,490	7,230,301	96.48	2.55

In all 970 ballots were received. The votes cast “FOR” the Special Resolution out of the total votes polled represent 96.48%.

Therefore, the Special Resolution as mentioned at in the notice of postal ballot dated April 15, 2014 has been passed with the requisite majority.

Resolution No.3:

To borrow from time to time on such terms and conditions as to repayment, interest or otherwise, any sum or sums of monies which, together with the money already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business upto a limit of Rs. 1,500 crore (Rupees One Thousand Five Hundred Crore) over and above the paid-up capital and free reserves of the Company.



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	63,765,720	26,735,759	41.93	24,007,015	647	89.79	0.00
Public-Others	20,455,366	5,259,415	25.71	5,230,551	9,894	99.45	0.19
Total	335,455,260	283,229,348	84.43	280,471,740	10,541	99.03	0.00

In all 965 ballots were received. The votes cast “FOR” the Special Resolution out of the total votes polled represent 99.03%.

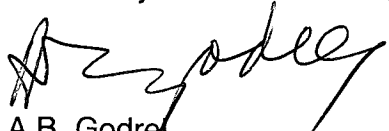
Therefore, the Special Resolution as mentioned at in the notice of postal ballot dated April 15, 2014 has been passed with the requisite majority.

Report dated June 2, 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

B. M. SHEMLANI & CO.

CHARTERED ACCOUNTANTS

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

June 2, 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 certain resolutions, vide notice dated April 15, 2014.

The summary of votes received is as follows:

Ordinary Resolution No 1:

Scheme of Amalgamation of Wadala Commodities Limited ("WCL") with Godrej Industries Limited ("GIL") and their respective shareholders which inter-alia includes issue of equity shares to the shareholders of WCL and bonus equity shares to the public shareholders of GIL.

I found that in all 1,002 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.

(Including all shareholders):

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	63,765,720	26,735,759	41.93	16,914,091	7,093,581	63.26	26.53
Public-Others	20,455,366	5,259,420	25.71	5,243,423	6,686	99.70	0.13
Total	335,455,260	283,229,353	84.43	273,391,688	7,100,267	96.53	2.51



Page 1 of 1
 1007 UMED BHAVAN, B/H JAIN TEMPLE, GAOTHAN, CHEMBUR, MUMBAI - 400 071.

TELEFAX : 2528 5488 2528 0021, M : 9221464526, EMAIL : office@bmshehlani.biz

The votes cast "FOR" the Special Resolution out of the total votes polled are 96.53%.

(Including only public shareholders pursuant to SEBI Circular Number CIR/CFD/DIL/5/2013 and Circular Number CIR/CFD/DIL/8/2013) dated February 4, 2013 and May 21, 2013 respectively:

I found that in all 973 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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Total	84,221,086	31,995,179	37.99	22,157,514	7,100,267	69.25	22.19

The votes cast by the public shareholders of Company in favor of the Resolution 1 are more (69.25%) than the number of votes cast by the public shareholders against it (22.19). Hence the resolution is passed in terms of para 5.16 of Circular Number CIR/CFD/DIL/5/2013 dated February 4, 2013 issued by Securities and Exchange Board of India read with para 7 of Circular Number CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by Securities and Exchange Board of India ("SEBI Circular") and conditions laid down in the Observation Letters dated April 2, 2014 issued by the BSE Limited and the National Stock Exchange of India Limited respectively.

Special Resolution No.2:

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. 250 crore (Rupees Two Hundred and Fifty Crore).

I found that in all 970 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.



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Promoter and Promoter Group	251,234,174	251,234,174	100.00	251,234,174	-	100.00	-
Public – Institutional holders	63,765,720	26,735,759	41.93	16,914,106	7,093,556	63.26	26.53
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Total	335,455,260	283,229,348	84.43	273,252,490	7,230,301	96.48	2.55

The votes cast "FOR" the Special Resolution out of the total votes polled are 96.48%.

Special Resolution No.3:

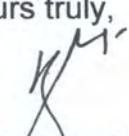
To borrow from time to time on such terms and conditions as to repayment, interest or otherwise, any sum or sums of monies which, together with the money already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business upto a limit of Rs. 1,500 crore (Rupees One Thousand Five Hundred Crore) over and above the paid-up capital and free reserves of the Company.

I found that in all 965 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	251,234,174	100.00	251,234,174	-	100.00	-
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Public-Others	20,455,366	5,259,415	25.71	5,230,551	9,894	99.45	0.19
Total	335,455,260	283,229,348	84.43	280,471,740	10,541	99.03	0.00

The votes cast "FOR" the Special Resolution out of the total votes polled are 99.03%.

Yours truly,


B.M. Shemlani
Membership No.:046319
Ref. No. 03064

