

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

By Email and Hand Delivery

August 29, 2013

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

Dear Sir,

Ref.: Godrej Industries Limited
BSE - Script Code: 500164, Scrip ID - GODREJIND
NSE - GODREJIND

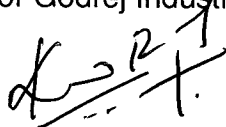
Sub.: Notice of Postal Ballot

We are sending herewith three copies of the Postal Ballot Notice dated August 10, 2013 that will be sent to the shareholders.

The above information is submitted 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.



Godrej Industries Limited

Regd. Office : Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai - 400 079.
Tel. : 2518 8010 / 20 / 30 Fax : 2518 8066 Website : www.godrejinds.com

Dear Member(s),

NOTICE OF POSTAL BALLOT

[Pursuant to Section 192A of the Companies Act, 1956 as amended, read with the Companies
(Passing of the Resolutions by Postal Ballot Rules, 2011)]

The Board of Directors of the Company has approved the following business, vide resolution passed on August 10, 2013, subject to the approval of the members of the Company through Postal Ballot:

To further invest in the securities of Godrej Consumer Products Limited and/or acquire by way of subscription/ purchase or otherwise and/or place inter-corporate deposits with and/or to make loans to or any other form of debt to and/or investment in the said company 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. 150 crore (Rupees One hundred fifty crore only).

Accordingly, the proposed Draft Resolution and the Explanatory Statement thereto is sent to you along with a Postal Ballot Form for your consideration. Mr. Bharat Shemlani, Practising Chartered Accountant and failing him Mr. Kalidas Vanjpe, Practising Company Secretary, has been appointed by the Board as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer **before the close of working hours (5:30 p.m.) on October 7, 2013**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Board of Directors of your Company after completion of the scrutiny. Results of the Postal Ballot will be announced by the Chairman or any Director of the Company on October 9, 2013 at 11.00 a.m. at the Conference Room, Cafeteria Bldg., Godrej Industries Limited, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079. The members of the Company, who wish to be present at the time of declaration of results may be present at the above venue. The declaration/announcement of the results of the Postal Ballot by the Chairman as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011. After the above declaration, the results of the Postal Ballot will be communicated to the Stock Exchanges, where the Company's shares are listed.

As per the provisions of the Companies Act, 1956, Special Resolution shall be declared as passed in Postal Ballot if votes cast in favour are equal to or exceed three times the votes cast against the resolutions.

Members may note that as required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. Accordingly the Company is providing e-voting facility through Postal Ballot as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

DRAFT RESOLUTION:

To consider and, if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION** the following:

To further invest in the securities of Godrej Consumer Products Limited and/or acquire by way of subscription/ purchase or otherwise and/or place inter-corporate deposits with and/or to make loans to or any other form of debt to and/or investment in the said company 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. 150 crore (Rupees One hundred fifty crore only).

RESOLVED THAT pursuant to Section 372A and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) (hereinafter referred to as 'the Act'), and/or any other approvals, as may be required, the Company be and is hereby authorized to invest in the securities of Godrej Consumer Products Limited and/or acquire 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 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. 150 crore (Rupees One hundred fifty crore only), notwithstanding that the aggregate of the loans and investments so far made in or to be made in and the guarantees so far given or to be given to all bodies corporate, 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, Vice-President (Finance), be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s), inter-corporate deposits, loans, debt, securities or guarantees (collectively 'transactions') including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

RESOLVED FURTHER THAT this resolution be valid for a period from the date of approval of the Shareholders to March 31, 2017 and that during this period, the limits indicated hereinabove in case of divestment, renewal, withdrawal, transfer or sale of investment / guarantee as the case may be, be restored to the original sanctioned limit of Rs. 150 crore (Rupees one hundred fifty crore only).

By Order of the Board of Directors

K. R. Rajput
Company Secretary

Mumbai, August 10, 2013.

Registered Office:
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079.

Notes:

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail ids with the Depository Participants or Company), whose names appear in the Register of Members / Record of Depositories as on **August 23, 2013**.
3. Resolutions passed by the members through Postal Ballot is deemed to have been passed at a General Meeting of the members.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956.

Particulars of the company where investment is proposed :-

Name & Regd. Office of the Company	Investments as on date (₹ Crore) & % of holding	Maximum amount of proposed investment (₹ Crore)	Principal business of the Company	Purpose of investment	Source of funds	Nature of concern/ interest of Directors
Godrej Consumer Products Ltd. Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400 079	797 & 22%	150	Manufacturing & marketing of fast moving consumer products in the category of Home care, Hair care and personal wash.	A good investment opportunity	Internal sources/ long term funding	Mr. A.B. Godrej, Mr. J.N. Godrej, Mr. N.B. Godrej and Ms. T.A. Dubash, being directors in the investee company may be deemed to be interested. None of the other directors are interested.

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, before October 7, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
3. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

E-voting Facility

In compliance with provisions of Section 192A of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice- versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

The instructions for members for voting electronically are as under:-

If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

(A) In case of members receiving e-mail:

- i) Open the e-mail which contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Select the Electronic Voting Sequence Number (EVSN) along with "GODREJ INDUSTRIES LIMITED" from the drop down menu and click on Submit.
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Password	Your unique password has been printed on the postal ballot form / mentioned in the e-mail vide which the Postal Ballot Notice has been emailed to you.	
PAN	Enter your 10 digit alpha - numeric * PAN issued by Income Tax Department when prompted by the system while e-voting.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: 54321 in the PAN field or use physical Postal Ballot Form for voting.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
 - vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
 - viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
 - ix) For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
 - x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of equity shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xi) Click on the "Resolutions File Link" if you wish to view the entire Postal Ballot Resolutions.
 - xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving Postal Ballot Form by Post:
- (i) Initial password and other details are provided as below at the bottom of Postal Ballot Form:

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

- (ii) Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.
- (C) The voting period ends on 5.30 p.m. on October 7, 2013. The e-voting module will be disabled by CDSL for voting thereafter.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, fill in the requisite details and send the same to the Scrutinizer.