

August 13, 2012

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 Sirs,

Ref.: Godrej Industries Limited

BSE - Script Code: 500164, Scrip ID - GODREJIND
NSE - GODREJIND

Sub.: Outcome of Annual General Meeting and voting results under clause 35A of the listing agreement.

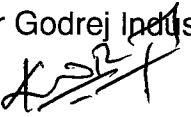
We wish to inform you that 24th Annual General Meeting (AGM) of the Company was held at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021 on Saturday, August 11, 2012 at 3.00 p.m. and the businesses as set out in the Notice dated May 30, 2012 were considered and approved by the members of the Company.

We attach herewith the voting results in the format specified as per clause 35 A of the listing agreement.

Thank you.

Yours faithfully,

For Godrej Industries Limited


K. R. Rajput
Company Secretary



Encl.: as above



This document forms a part of the letter dated August 13, 2012 addressed to BSE Limited and The National Stock Exchange of India Limited

CLAUSE 35 A OF THE LISTING AGREEMENT - OUTCOME OF THE 24th ANNUAL GENERAL MEETING HELD ON AUGUST 11, 2012

This is to inform you that the Shareholders of the Company at the 24th Annual General Meeting (AGM) held on Saturday, August 11, 2012 at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021 have transacted following Business:

Date of AGM	August 11, 2012		
Total number of shareholders as on record date	49,833		
No. of shareholders present in the meeting either in person or through proxy	Present in person	Present through proxy	Total
a) Promoters and Promoter Group:	1	12	13
b) Public:	47	62	109
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable		
a) Promoters and Promoter Group:			
b) Public:			

Details of Agenda:

I. Ordinary Business:

Sr. No.	Resolution passed	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)
1	To consider and adopt the Audited Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2012, the Balance Sheet as at that date, the Auditors' Report thereon, the Directors' Report along with Management Discussion and Analysis Report and the Statement of Corporate Governance.	Ordinary	Show of hands
2	To declare dividend for the financial year ended March 31, 2012.	Ordinary	Show of hands
3	To appoint a Director in place of Mr. M. Eipe, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Show of hands



Sr. No.	Resolution passed	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)
4	To appoint a Director in place of Mr. S. A. Ahmadullah, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Show of hands
5	To appoint a Director in place of Mr. J. S. Bilimoria, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Show of hands
6	To appoint a Director in place of Dr. N. D. Forbes, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Show of hands
7	To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and to authorize the Board of Directors of the Company to fix their remuneration. M/s. Kalyaniwalla & Mistry, Chartered Accountants (Registration No.104607W), the retiring Auditors, are eligible for re-appointment.	Ordinary	Show of hands

II. Special Business:

Sr. No.	Resolution passed	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)
8	Re-appointment of and remuneration payable to Ms. T. A. Dubash, as a Wholetime Director	Special	Show of hands
9	Re-appointment of and remuneration payable to Mr. M. Eipe as a Wholetime Director	Special	Show of hands
10	Modification of Godrej Industries Limited Employee Stock Option Plan	Special	Show of hands
11	Modification of Godrej Industries Limited Employee Stock Option Plan – II	Special	Show of hands

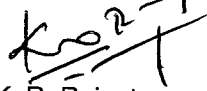
Note: All resolution listed above in (I) and (II) were unanimously passed.



In case of Poll/Postal ballot/E-voting: Not Applicable since voting was by show of hands

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							
Public – Institutional holders							
Public-Others							
Total							

For Godrej Industries Limited


K. R. Rajput
Company Secretary

