

*This document forms a part of the letter dated August 12, 2013 addressed to BSE Limited and The National Stock Exchange of India Limited*

**CLAUSE 35 A OF THE LISTING AGREEMENT - OUTCOME OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING HELD ON AUGUST 10, 2013**

This is to inform you that the Shareholders of the Company at the 25<sup>th</sup> Annual General Meeting (AGM) held on Saturday, August 10, 2013 at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021 have transacted following Business:

|                                                                                     |                          |                              |              |
|-------------------------------------------------------------------------------------|--------------------------|------------------------------|--------------|
| <b>Date of AGM</b>                                                                  | August 10, 2013          |                              |              |
| <b>Total number of shareholders as on record date</b>                               | 47395                    |                              |              |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> | <b>Present in person</b> | <b>Present through proxy</b> | <b>Total</b> |
| a) Promoters and Promoter Group:                                                    | 12                       | 17                           | 29           |
| b) Public:                                                                          | 72                       | 64                           | 136          |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>          | Not Applicable           |                              |              |
| a) Promoters and Promoter Group:                                                    |                          |                              |              |
| b) Public:                                                                          |                          |                              |              |

**Details of Agenda:**

**I. Ordinary Business:**

| <b>Sr. No.</b> | <b>Resolution passed</b>                                                                                                                                                                                                                                                     | <b>Resolution required: (Ordinary/Special)</b> | <b>Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)</b> |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|--------------------------------------------------------------------|
| 1              | To consider and adopt the Audited Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2013, the Balance Sheet as at that date, the Auditors' Report along with Management Discussion and Analysis Report and the Report on Corporate Governance. | Ordinary                                       | Show of hands                                                      |
| 2              | To declare dividend for the financial year ended March 31, 2013.                                                                                                                                                                                                             | Ordinary                                       | Show of hands                                                      |
| 3              | To appoint a Director in place of Mr. K. K. Dastur, 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. A. B. Godrej, 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. A. B. Choudhury, who retires by rotation and being eligible, offers himself for re-appointment.                                                                                                                                                                                                                             | Ordinary                                | Show of hands                                               |
| 6       | To appoint a Director in place of Mr. V. M. Crishna 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       | Appointment of Mr. K. M. Elavia as a Director liable to retire by rotation          | Ordinary                                | Show of hands                                               |
| 9       | Appointment of Mr. N. S. Nabar as a Director liable to retire by rotation           | Ordinary                                | Show of hands                                               |
| 10      | Appointment of and remuneration payable to Mr. N. S. Nabar as a Whole-time Director | Special                                 | Show of hands                                               |
| 11      | Reappointment of and remuneration payable to Mr. N. B. Godrej, Managing Director    | Special                                 | Show of hands                                               |
| 12      | Modification of Godrej Industries Limited Employee Stock Option Plan I              | Special                                 | Show of hands                                               |
| 13      | 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

