

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 : L24241MH1988PLC097781

March 2, 2015

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,

We are sending herewith three copies each of the Postal Ballot Notice dated February 11, 2015, which will be sent to the shareholders shortly.

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



GODREJ INDUSTRIES LIMITED

CIN: L24241MH1988PLC097781

Regd. Office: Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400 079.

Tel. 2518 80 10 / 20 / 30 Fax: 2518 8066 Website: www.godrejinds.com

Dear Member(s),

NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]

The Board of Directors of the Company has approved the following business, vide resolution passed on February 11, 2015, subject to the approval of the members of the Company through Postal Ballot:

To make investment(s) in/acquire by way of subscription, purchase or otherwise, any security(ies) of Godrej One Facility Management Private Limited or any other name as may be approved by the regulatory authority(ies), to be formed / incorporated in Mumbai, and/or Limited Liability Partnerships/entities and/or body corporates including any other permissible form of entity(ies) or organization(s) to be formed or incorporated, for an overall aggregate amount not exceeding Rs. 1 lac (Rupees One Lac only), and/or to give loan(s) to and/or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with such loan(s) and/or give guarantee(s) and/or give guarantees in connection with loan(s) given to any other person(s), notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees/securities so far given or to be given by the Company and the deposits placed and the contribution so far made or to be made, exceeds the limits/will exceed the limits laid down by the Companies Act.

Accordingly, the proposed 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, has been appointed by the Board as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The 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 resolution.

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 April 3, 2015**. 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 Chairman 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 April 8, 2015** at the Registered Office of the Company, viz. Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079. 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 Act, 2013 and applicable rules thereunder. After the above declaration, the results of the Postal Ballot will be communicated to the Stock Exchanges, where the Company's shares are listed and also posted on the Company's website viz., www.godrejinds.com.

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, which would enable the members to cast votes electronically. 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 for e-voting are given at the end of this Notice.

PROPOSED RESOLUTION:

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

To make investment(s) in/acquire by way of subscription, purchase or otherwise, any security(ies) of Godrej One Facility Management Private Limited or any other name as may be approved by the regulatory authority(ies), to be formed / incorporated in Mumbai, and/or Limited Liability Partnerships/entities and/or body corporates including any other permissible form of entity(ies) or organization(s) to be formed or incorporated, for an overall aggregate amount not exceeding Rs. 1 lac (Rupees One Lac only), and/or to give loan(s) to and/or place inter-corporate deposit(s) with and/

or provide any other form of debt and/or to provide any security(ies) in connection with such loan(s) and/or give guarantee(s) and/or give guarantees in connection with loan(s) given to any other person(s), notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees/securities so far given or to be given by the Company and the deposits placed and the contribution so far made or to be made, exceeds the limits/will exceed the limits laid down by the Companies Act.

RESOLVED THAT pursuant to the provisions of Section 186 and the other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the rules thereto (including any statutory modification(s) or re-enactment thereof) for the time being in force and all other provisions of applicable law and subject to the approval / consent of such appropriate authorities, as may be required, under the statute for the time being in force and in addition to the investments / loans / guarantees / deposits / contributions made by the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to make investment(s) in/acquire by way of subscription, purchase or otherwise, any security(ies) of Godrej One Facility Management Private Limited or any other name as may be approved by the regulatory authority(ies), to be formed / incorporated in Mumbai, and/or Limited Liability Partnerships/entities and/or body corporates including any other permissible form of entity(ies) or organization(s) to be formed or incorporated for giving facility management and other related services to the corporate building "Godrej One"/proposed/ future projects under the project "The Trees" at Vikhroli, Mumbai, for an overall aggregate amount not exceeding Rs.1,00,000 (Rupees One Lac only), of and/or to give loan(s) to and/or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with such loan(s) and/or give guarantee(s) and/or give guarantees in connection with loan(s) given to any other person(s), notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees/securities so far given or to be given by the Company and the deposits placed and the contribution so far made or to be made, exceeds the limits/will exceed the limits laid down by the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above loan(s)/ guarantee(s)/security(ies)/investment(s) including the timing, the amount and other terms and conditions of such loan(s)/guarantee(s)/security(ies)/investment(s) and further including variation of such timing, amount, terms, conditions, etc. and/or transfer, sale, disinvestment (of such investment(s)) or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT 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.1,00,000 (Rupees One Lac only).

By Order of the Board of Directors
For Godrej Industries Limited

Sd/-
K. R. Rajput
Company Secretary

Mumbai, February 11, 2015

Registered Office:

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

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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 id's with the Depository Participants or Company), whose names appear in the Register of Members and/or Record of Depositories as on February 13, 2015.
3. **Voting period commences on and from March 5, 2015 and ends on April 3, 2015.**
4. Resolution passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members.
5. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case a member casts his/her vote via both physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

The corporate building under "The Trees" project viz.: "Godrej One" is situated at Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079. This building will house the offices of various companies of the Godrej group including your Company. It is envisaged that a facility management company or such other entity be incorporated or formed in order to provide facility management and other related services pertaining to the said corporate building/proposed/future projects under the project "The Trees". This will require an investment of Rs. 1 lac. Accordingly, approval of the members is sought for passing a special resolution as set out in the notice to invest in the securities of Godrej One Facility Management Private Limited or any other name as may be approved by the regulatory authority(ies), to be formed / incorporated in Mumbai, and/or Limited Liability Partnerships/entities and/or body corporates including any other permissible form of entity(ies) or organization(s) to be formed or incorporated. The Board recommends the resolution as set out in the Notice. None of the Directors or Key Managerial Personnel and/or their relatives is deemed to be interested or concerned in the resolution.

By Order of the Board of Directors
For Godrej Industries Limited

Sd/-
K. R. Rajput
Company Secretary

Mumbai, February 11, 2015

Registered Office:

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

INSTRUCTIONS FOR E-VOTING

The e-voting instructions for members receiving an e-mail or a physical copy of this notice of Postal Ballot are as under:

The voting period begins on March 5, 2015 at 00.01 hrs. and ends on April 3, 2015, at 23.59 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 13, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat / Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number, after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Company Name, i.e. GODREJ INDUSTRIES LIMITED on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. 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 Resolution details.

(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.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.