

July 7, 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 Extra Ordinary General Meeting and voting results under clause 35A of the listing agreement.

We wish to inform you that an Extra Ordinary General Meeting (EGM) of the Company was held today at the Auditorium, 1st Floor, Godrej Industries Limited, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079 at 3.00 p.m. and the following business as set out in the Notice dated June 8, 2012 was considered and approved by the members of the Company:-

Special Resolution:

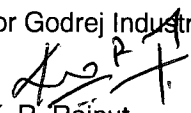
- (1) issuance of further equity shares of the Company of face value Re.1 each ("Equity Shares") or securities convertible into Equity Shares (collectively, the "Securities"), by way of various means such as public issue (including through an Institutional Placement Programme in accordance with the provisions of Chapter VIII-A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,) as amended, or private placement or a combination thereof, in one or more offering / tranches, such that the total number of Equity Shares held by the 'public' (as defined in the Securities Contracts (Regulation) Rules, 1957, as amended) immediately on completion of such offerings (including upon conversion of the convertible Securities) does not exceed 25 per cent of the total number of outstanding Equity Shares as at the date of allotment or conversion, as the case may be, of such Securities.

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

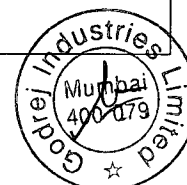


This document forms a part of the letter dated July 7, 2012 addressed to BSE Limited and The National Stock Exchange of India Limited

**CLAUSE 35 A OF THE LISTING AGREEMENT - OUTCOME OF THE EXTRA ORDINARY
GENERAL MEETING HELD ON JULY 7, 2012**

This is to inform you that the Shareholders of the Company at the Extra-Ordinary General Meeting (EGM) held on July 7, 2012 at the Auditorium, 1st Floor, Godrej Industries Limited, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079 have transacted following Special Business:

Date of EGM	July 7, 2012
Total number of shareholders as on record date	51,975
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter Group:	10
b) Public:	68
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
a) Promoters and Promoter Group:	
b) Public:	
Details of the Agenda: issuance of further equity shares of the Company of face value Re.1 each ("Equity Shares") or securities convertible into Equity Shares (collectively, the "Securities"), by way of various means such as public issue (including through an Institutional Placement Programme in accordance with the provisions of Chapter VIII-A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,) as amended, or private placement or a combination thereof, in one or more offering / tranches, such that the total number of Equity Shares held by the 'public' (as defined in the Securities Contracts (Regulation) Rules, 1957, as amended) immediately on completion of such offerings (including upon conversion of the convertible Securities) does not exceed 25 per cent of the total number of outstanding Equity Shares as at the date of allotment or conversion, as the case may be, of such Securities.	
Resolution required: (Ordinary/Special)	Special
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands



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

