

Godrej Industries Ltd.
Regd. Office : Godrej One,
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

August 12, 2016

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 023.

The National Stock Exchange of India Ltd.
Plot No.C-1, G-Block, Exchange Plaza,
4th Floor, Bandra-Kurla Complex,
Mumbai 400 051

Dear Sirs,

Compliance under Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of the Voting Results of the AGM

As per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 28th AGM. The E-voting was open from August 7, 2016 (9.00 a.m.) to August 10, 2016 (5.00 p.m.).

In line with the provisions of the Companies Act, 2013, voting by poll was conducted for shareholders present at the meeting and who had not cast their vote by remote e-voting.

The Board of Directors had appointed Mr. Kalidas Vanjpe, Practicing Company Secretary, as the Scrutinizer for the remote E- voting and also for the Poll at the meeting. The Scrutinizer had carried out the scrutiny of the votes cast by remote e-voting and by poll at the meeting and submitted his consolidated report.

The Scrutinizer's Report and the voting results which also has the details of resolutions passed and the voting pattern is enclosed herewith duly countersigned by the Chairman.

The exchanges are hereby informed that as per the Scrutinizer's Report which has been duly countersigned by the Chairman, all the Resolutions as mentioned in the Notice of AGM have been passed with the requisite majority.

Thank you.

Yours faithfully,
For Godrej Industries Limited

Nilufer Shekhawat
Company Secretary





KALIDAS VANJPE

B. Com (Hons.), LL. B.(G), F C S
Practising Company Secretary
Corporate Legal Consultant

307, Dev Milan, Near Tip top Plaza, L. B. S. Marg, Thane 400604.
Cell : 9920271677 ● e-mail : kalidasvanjpe@gmail.com ● www.kalidasvanjpe.com

August 12, 2016

Mr. A B Godrej
Chairman
Godrej Industries Limited
Pirojshanagar, Eastern Express Highway
Vikhroli, Mumbai 400 079

Dear Sir,

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 11th August, 2016 at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikroli, Mumbai

I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting and for the poll taken on the resolutions as mentioned in the Annexure, at the Annual General Meeting of the Equity Shareholders of Godrej Industries Limited, held on 11th August, 2016 at 3.30 p.m. at Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikroli, Mumbai, 400079 and I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The consolidated results of the e-voting and Poll is given in the annexure.
5. A soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is sent separately.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Yours truly,

Kalidas Vanjpe
Practising Company Secretary

Format for Voting Results

Annexure I

Date of the AGM/EGM	11-Aug-16
Total number of shareholders on record date (4th Aug 2016)	45118
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	22
No. of shareholders present in the meeting either in person or through proxy: Public:	52
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Agenda Item No. 1		To consider and adopt the Audited Financial Statements (both standalone and consolidated) of the Company for the year ended March 31, 2016 which includes the Statement of Profit & Loss, Cash Flow Statement, the Balance Sheet as at that date, the Auditor's Report thereon and the Board's Report						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39702185	64.69%	39702185	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39702185	64.69%	39702185	0	100.00%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	4024261	2	100.00%	0.00%
	Poll		3908	0.02%	3908	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	4028169	2	100.00%
Total		336139786	295066823	87.78%	295066821	2	100.00%	0.00%



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Agenda Item No. 2			To appoint a Director in place of Mr. J. N. Godrej (DIN 00076250), who retires by rotation and being eligible, offers himself for re-appointment.					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	244933298	97.45%	244933298	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	244933298	97.45%	244933298	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	38301154	1430666	96.40%	3.60%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	38301154	1430666	96.40%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	4024261	2	100.00%	0.00%
	Poll		3908	0.02%	3908	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	4028169	2	100.00%
Total		336139786	288693289	85.88%	287262621	1430668	99.50%	0.50%



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Agenda Item No. 3		To appoint a Director in place of Mr. N. S. Nabar (DIN 06521655), who retires by rotation and being eligible, offers himself for re-appointment						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	38301154	1430666	96.40%	3.60%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	38301154	1430666	96.40%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	4024261	2	100.00%	0.00%
	Poll		3908	0.02%	3908	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	4028169	2	100.00%
Total		336139786	295096458	87.79%	293665790	1430668	99.52%	0.48%



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Agenda Item No. 4.			To ratify the appointment of Auditors					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	38913145	818675	97.94%	2.06%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	38913145	818675	97.94%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	4024261	2	100.00%	0.00%
	Poll		3908	0.02%	3908	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	4028169	2	100.00%
Total		336139786	295096458	87.79%	294277781	818677	99.72%	0.28%



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Agenda Item No. 5		Appointment of Mr. A. D. Cooper as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	39731820	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	39731820	0	100.00%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	4024261	2	100.00%	0.00%
	Poll		3908	0.02%	3008	900	76.97%	23.03%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	4027269	902	99.98%
Total		336139786	295096458	87.79%	295095556	902	100.00%	0.00%



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Agenda Item No. 6			Re-appointment of Mr. N. B. Godrej, as Managing Director					
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	250115895	99.51%	250115895	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	250115895	99.51%	250115895	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	38883620	848200	97.87%	2.13%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	38883620	848200	97.87%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	4024261	2	100.00%	0.00%
	Poll		3908	0.02%	3908	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	4028169	2	100.00%
Total		336139786	293875886	87.43%	293027684	848202	99.71%	0.29%



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Agenda Item No. 7			Investment in Godrej Properties Limited upto a sum of Rs. 300 crore					
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	39701443	30377	99.92%	0.08%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	39701443	30377	99.92%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	3923816	100447	97.50%	2.50%
	Poll		3908	0.02%	3008	900	76.97%	23.03%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	3926824	101347	97.48%
Total		336139786	295096458	87.79%	294964734	131724	99.96%	0.04%



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Agenda Item No. 8		Investment in Godrej Agrovet Limited upto a sum of Rs. 300 crore						
Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	39701443	30377	99.92%	0.08%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	39701443	30377	99.92%
Public- Non Institutions	E-Voting	23431633	4024213	17.17%	4024211	2	100.00%	0.00%
	Poll		3908	0.02%	3908	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028121	17.19%	4028119	2	100.00%
Total		336139786	295096408	86.09%	295066029	30379	99.99%	0.01%



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Agenda Item No. 9			Investment in OPGS Power Gujarat Private Limited upto a sum of Rs. 4 Lacs					
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	39731820	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	39731820	0	100.00%
Public- Non Institutions	E-Voting	23431633	4024213	17.17%	4024206	7	100.00%	0.00%
	Poll		3908	0.02%	3008	900	76.97%	23.03%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028121	17.19%	4027214	907	99.98%
Total		336139786	295096408	87.79%	295095501	907	100.00%	0.00%



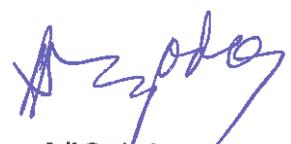
Agenda Item No. 10		Remuneration of M/s Nanabhoy & Co., Cost Auditors of the Company						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	251336467	251336467	100.00%	251336467	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		251336467	251336467	100.00%	251336467	0	100.00%
Public-Institutions	E-Voting	61371686	39731820	64.74%	39107107	624713	98.43%	1.57%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		61371686	39731820	64.74%	39107107	624713	98.43%
Public- Non Institutions	E-Voting	23431633	4024263	17.17%	4024191	72	100.00%	0.00%
	Poll		3908	0.02%	3908	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		23431633	4028171	17.19%	4028099	72	100.00%
Total		336139786	295096458	87.79%	294471673	624785	99.79%	0.21%

Thane
12th August, 2016

For Godrej Industries Limited


Kalidas Vanjpe
Practising Company Secretary
Scrutinizer




Adi Godrej
Chairman