

Godrej Industries Ltd.
Regd. Office: Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400079. India.
Tel.: 91-22-2518 8010/8020/8030
Fax: 91-22-2518 8068/8063/8074
Website: www.godrejinds.com

CIN: L24241MH1988PLC097781

Dated: March 28, 2019

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051

Ref.: BSE Scrip Code No. "500164"

Ref.: "GODREJIND"

Sub.: Proceedings of the Extraordinary General Meeting (EGM) held on March 28, 2019

Dear Sir,

With reference to our letter dated February 25, 2019 in respect of the Notice of the Extraordinary General Meeting ("EGM") of Godrej Industries Limited ("the Company") held on Thursday, March 28, 2019 at 3.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra, we would like to inform that the EGM was duly held and business was transacted thereat as per the Notice of the EGM dated February 13, 2019.

In this connection, please find enclosed as Annexure I, the Summary of proceedings of the EGM of the Company pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

We request you to take the above on your records.

Thanking you,

Yours sincerely,

For Godrej Industries Limited

Tejal Jariwala

Company Secretary & Compliance Officer

(FCS 9871)

Encl: A/a



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Annexure I

Summary of Proceedings of the Extraordinary General Meeting

The **Extraordinary General Meeting (“EGM” or “the Meeting”)** of the Shareholders of **Godrej Industries Limited (“the Company”)** was held on **Thursday, March 28, 2019** at 3.00 p.m. (IST) at the Auditorium, “Godrej One”, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra.

Mr. Adi B. Godrej (Chairman) chaired the EGM.

The Chairman welcomed the Shareholders and declared that the requisite quorum was present and called the Meeting to order and conducted the proceedings of the Meeting. The Chairman briefed the Members on the performance of the Company.

Mr. Adi B. Godrej being interested in Resolution Nos. 1 and 6 of the Notice of the EGM, entrusted the proceedings to Mr. Nitin Nabar, Whole Time Director of the Company (non-interested director) for the purpose of conducting the proceedings for these 2 resolutions.

The following items of business as per the Notice of the EGM dated February 13, 2019 were transacted at the EGM:

1. Continuation of directorship of Mr. A. B. Godrej, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Continuation of directorship of Mr. S. A. Ahmadullah, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Continuation of directorship of Mr. A. B. Choudhury, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Continuation of directorship of Mr. K. K. Dastur, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Continuation of directorship of Mr. A. D. Cooper, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Approval for waiver of excess managerial remuneration paid to Ms. Tanya Dubash, Whole Time Director of the Company for the Financial Years 2016-17 and 2017-18.



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7. Approval for waiver of excess managerial remuneration paid to Mr. Nitin Nabar, Whole Time Director of the Company for the Financial Years 2016-17 and 2017-18.

The Chairman informed the Shareholders that the Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by Central Depository Services (India) Limited ("CDSL") which had commenced on Sunday, March 24, 2019 at 9.00 a.m. (IST) upto Wednesday, March 27, 2019 till 5.00 p.m. (IST), on all resolutions set forth in the Notice of the EGM. Shareholders who were present at the EGM and had not cast their vote electronically were provided an opportunity to cast their votes though Poll at the Meeting. The Shareholders were informed that the Board of Directors had appointed Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership no. FCS 7132) as the Scrutinizer to supervise the remote e-voting and poll voting process.

The Chairman then informed that that the results of the voting shall be declared within 48 (Forty Eight) hours from the conclusion of the EGM and the same shall be submitted to CDSL (www.evotingindia.com), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and will also be put up on the Company's website (www.godrejindustries.com).

The EGM ended at 4.20 p.m. (IST) with a vote of thanks to the Chair.

For Godrej Industries Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9871)

