

Godrej Industries Limited
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.godrejindustries.com

CIN: L24241MH1988PLC097781

Dated: December 19, 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.: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results on the special businesses transacted through Postal Ballot Notice dated November 12, 2019, along with the consolidated Scrutinizer's Report on e-voting and Postal Ballot.

It may please be noted that as per the Report of the Scrutinizer dated December 19, 2019 issued by Mr. Kalidas Vanjpe, Practicing Company Secretary, the Special Resolutions as per Postal Ballot Notice dated November 12, 2019 stands passed with requisite majority. The Special Resolutions are deemed to have been passed on the last date of the receipt of duly completed Postal Ballot Forms and E-voting, i.e., on December 18, 2019.

The above information is also being uploaded on the Company's website, viz., www.godrejindustries.com.

Kindly take the above information on record.

Thanking you,

Yours sincerely,

For Godrej Industries Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9871)

Encl: A/a





KALIDAS VANJPE

B Com (Hons), LL B (G), FCS

**Practising Company Secretary
Corporate Legal Consultant**

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Report of Scrutinizer on E-Voting and Postal Ballot process

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the
Companies (Management and Administration) Rules, 2014]**

The Chairman
Godrej Industries Limited
Godrej One, Pirojshanagar
Eastern Express Highway, Vikhroli (East),
Mumbai – 400079, Maharashtra, Mumbai

Dear Sir,

**Sub:- Scrutinizer's Report on E-Voting and Postal Ballot process conducted pursuant to provisions
of Section 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies
(Management and Administration) Rules 2014**

Godrej Industries Limited has appointed me as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving the resolutions as mentioned in the Postal Ballot Notice dated November 12, 2019.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules framed thereunder relating to voting through electronic means and Postal Ballot on the resolutions mentioned above. My responsibility as Scrutinizer is restricted to ensure that the E-voting process and Postal Ballot process is conducted in a fair and transparent manner and to issue the Scrutinizer's Report on the votes cast "FOR" or "AGAINST" the resolutions stated above, based on the Postal Ballots received by the Company and the Reports generated from the E-voting system provided by the Central Depository Services (India) Ltd. ("CDSL"), the Authorized Agency to provide e-voting facilities, engaged by the Company.

I submit my report as under:

1. The Company had on November 18, 2019, completed the dispatch of the Notice of Postal Ballot along with the Explanatory Statement as required under the provisions of the Companies Act, 2013, and applicable SEBI regulations to all its Equity Shareholders whose name(s) appeared on the Register of Members / List of Beneficial owners on the cut-off date, i.e., Friday, November 8, 2019.
2. The Postal Ballot process has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 (including any amendment(s) / modification(s) / re-enactment(s) thereto). The Company had also provided E-voting facility as an alternative to its Shareholders and had engaged the services of CDSL for this purpose.



3. The voting through Postal Ballot and E-Voting had commenced on Tuesday, November 19, 2019 at 9.00 a.m. and had ended on Wednesday, December 18, 2019 at 5.00 p.m.
4. After the time fixed for closing of the Postal Ballot and E-Voting process, i.e., on Wednesday, December 18, 2019 after 5.00 p.m., I had downloaded the data of E-voting from CDSL. The Report was tabulated and the data reading the final E-voting was diligently scrutinized.
5. The Particulars of all Postal Ballots and Electronic votes received from / cast by the Equity Shareholders have been entered in the electronic register separately maintained for the purpose.
6. The Postal Ballot forms were scrutinized and the shareholding was matched / confirmed with the list of Beneficial Owners, as on the cut-off date, Friday, November 8, 2019.
7. All Postal Ballot forms and e-votes received upto 5.00 p.m. on Wednesday, December 18, 2019, being the last date and time fixed by the Company for receipt of the forms, were considered for scrutiny.
8. The invalid Postal Ballot forms were not considered.
9. On proper scrutiny of all the Postal Ballot forms and E-votes, the summary of the Postal Ballot and E-Votes received from the Shareholders was prepared and the same is given in the Annexure annexed with this Report.
10. In Respect of resolutions, since the votes cast FOR the resolutions exceeds number of votes cast AGAINST the resolutions, the Resolutions are considered to be duly passed by requisite majority.
11. The Postal Ballot forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safekeeping.
12. You are requested to declare the said Voting Results to the Shareholders of the Company.


Thanking you,
Yours faithfully,


Kalidas Vanjpe
Practising Company Secretary
FCS 7132 CP 3413

Dated :- December 19, 2019
Place:- Thane



For Godrej Industries Limited


Adil B. Godrej
Chairman



Resolution (1)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		APPROVAL FOR FURTHER INVESTMENT IN GODREJ PROPERTIES LIMITED UPTO RS. 750 CRORE						
Category	Mode of voting	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	E-Voting		206538238	100.0000	206538238	0	100.0000	0.0000
	Poll	206538238	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206538238	206538238	100.0000	206538238	0	100.0000	0.0000
Public-Institutions	E-Voting		48223975	86.5929	47995475	228500	99.5262	0.4738
	Poll	55690433	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55690433	48223975	86.5929	47995475	228500	99.5262	0.4738
Public- Non Institutions	E-Voting		51757617	69.7191	51756790	827	99.9984	0.0016
	Poll	74237345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		420270	0.5661	418568	1702	99.5950	0.4050
	Total	74237345	52177887	70.2852	52175358	2529	99.9952	0.0048
Total		336466016	306940100	91.2247	306709071	231029	99.9247	0.0753
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	1692



Resolution (2)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No APPROVAL FOR RAISING OF FUNDS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES / BONDS / OTHER INSTRUMENTS UPTO RS. 1,500 CRORE				
Category	Mode of voting	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	E-Voting		206538238	100.0000	206538238	0	100.0000	0.0000
	Poll	206538238	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206538238	206538238	100.0000	206538238	0	100.0000	0.0000
Public- Institutions	E-Voting		48223975	86.5929	47666619	557356	98.8442	1.1558
	Poll	55690433	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55690433	48223975	86.5929	47666619	557356	98.8442	1.1558
Public- Non Institutions	E-Voting		51757617	69.7191	51756631	986	99.9981	0.0019
	Poll	74237345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		420270	0.5661	419461	809	99.8075	0.1925
	Total	74237345	52177887	70.2852	52176092	1795	99.9966	0.0034
Total		336466016	306940100	91.2247	306380949	559151	99.8178	0.1822
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	1692



Resolution (3)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No				
Description of resolution considered				APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. VIJAY M. CRISHNA IN TERMS OF REGULATION 17(1A) OF SEBI (LODR) REGULATIONS, 2015				
Category	Mode of voting	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	E-Voting		206538238	100.0000	206538238	0	100.0000	0.0000
	Poll	206538238	0	0.0000	0	0	0	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0	0
	Total	206538238	206538238	100.0000	206538238	0	100.0000	0.0000
Public-Institutions	E-Voting		48223975	86.5929	46741186	1482789	96.9252	3.0748
	Poll	55690433	0	0.0000	0	0	0	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0	0
	Total	55690433	48223975	86.5929	46741186	1482789	96.9252	3.0748
Public- Non Institutions	E-Voting		51757616	69.7191	51756803	813	99.9984	0.0016
	Poll	74237345	0	0.0000	0	0	0	0
	Postal Ballot (If applicable)		420270	0.5661	418804	1466	99.6512	0.3488
	Total	74237345	52177886	70.2852	52175607	2279	99.9956	0.0044
Total		336466016	306940099	91.2247	305455031	1485068	99.5162	0.4838
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	1692



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