

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.godrejindustries.com

CIN: L24241MH1988PLC097781

Dated: June 27, 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 Result on the special business transacted through Postal Ballot Notice dated May 17, 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 June 26, 2019 issued by Ms. Bhavana Shewakramani, Practicing Company Secretary, the Special Resolution as per Postal Ballot Notice dated May 17, 2019 stands passed with requisite majority. The Special Resolution is deemed to have been passed on the last date of the receipt of duly completed Postal Ballot Forms and E-voting, i.e., on June 25, 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





A. N. Ramani & Co.
Company Secretaries

101, Shubh Jyot CHS., Opp. Shraddha Farshan, Ghantali Mandir Road, Ghantali, Thane (W) 400 602.
Tele/Fax : (022) 2534 2124 E-mail : anramani.co@gmail.com

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]

To,
The Chairman
Godrej Industries Limited
Godrej One, Pirojshanagar
Eastern Express High Way, Vikhroli (E),
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 us as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving the resolution for approval for sale / transfer / disposal / divestment of stake held in Natures Basket Limited, a Wholly Owned Subsidiary of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and the Rules framed thereunder relating to voting through electronic means and Postal Ballot on the resolution mentioned above. Our 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 resolution 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.



We submit our report as under:

1. The Company had on May 26, 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 owner on the cut-off date, i.e., Monday, May 20, 2019.
2. The Postal Ballot process has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with 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 Monday, May 27, 2019 at 9.00 a.m. and had ended on Tuesday, June 25, 2019 at 5.00 p.m.
4. After the time fixed for closing of the Postal Ballot and E-Voting process, i.e., on Tuesday, June 25, 2019 at 5.00 p.m., we had downloaded the data of E-voting from CDSL. The Report was tabulated by us 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, Monday, May 20, 2019.
7. All Postal Ballot forms and e-votes received upto 5.00 p.m. on Tuesday, June 25, 2019, being the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.
8. We have not found any defaced/mutilated Postal Ballot forms.
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 by us and the same is given in the Annexure annexed with this Report.



10. In Respect of resolution, since the votes cast FOR the resolution exceeds number of votes cast AGAINST the resolution, the Resolution is 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,

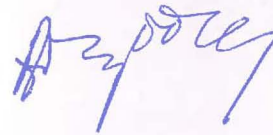
For A. N. Ramani & Co.,
Company Secretaries
Unique Code - P2003MH000900



Bhavani Shewakramani
Partner
FCS – 8636, COP - 9577



For Godrej Industries Limited



Adi Godrej
Chairman



Dated :- June 26, 2019
Place:- Thane

Home

Validate

Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for sale / transfer / disposal / divestment of stake held in Natures Basket Limited, a Wholly Owned Subsidiary of the Company.				
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		206318586	100.0000	206318586	0	100.0000	0.0000
	Poll	206318586	0	0.0000	0	0	0	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0	0
	Total	206318586	206318586	100.0000	206318586	0	100.0000	0.0000
Public- Institutions	E-Voting		39019539	70.2892	35597202	3422337	91.2292	8.7708
	Poll	55512870	0	0.0000	0	0	0	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0	0
	Total	55512870	39019539	70.2892	35597202	3422337	91.2292	8.7708
Public- Non Institutions	E-Voting		51114585	68.5615	51112693	1892	99.9963	0.0037
	Poll	74552911	0	0.0000	0	0	0	0
	Postal Ballot (If applicable)		262421	0.3520	262023	398	99.8483	0.1517
	Total	74552911	51377006	68.9135	51374716	2290	99.9955	0.0045
Total		336384367	296715131	88.2072	293290504	3424627	98.8458	1.1542
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public institutions	0
Public - Non Institutions	460



[Handwritten Signature]