

**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:** March 25, 2021

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"  
**Debt Segment NSE:**  
NCD- GIL23 - ISIN: INE233A08022  
NCD- GIL24 - ISIN: INE233A08030

**Sub.: Disclosure of Voting Results of Postal Ballot 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 February 12, 2021, 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 March 25, 2021 issued by Mr. Kalidas Vanjpe, Practicing Company Secretary, the Special Resolutions as per Postal Ballot Notice dated February 12, 2021 stand passed with requisite majority. The Special Resolutions are deemed to have been passed on the last date of the receipt of the Postal Ballot Forms and E-voting, i.e., on March 24, 2021.

The above information is also being uploaded on the Company's website, viz., [www.godrejindustries.com](http://www.godrejindustries.com).

Kindly take the above information on your 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), F.C.S  
Practising Company Secretary  
Corporate Legal Consultant

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307, Dev Milan, Near Tip Top Plaza, L B S Marg, Thane-400 604  
Cell: 99202 71677 \* e-mail: kalidasvanjpe@gmail.com \* www.kalidasvanjpe.com

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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]

To,  
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 February 12, 2021.

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 resolutions as stated in the Postal Ballot Notice. 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 February 22, 2021, completed the dispatch of the Notice of Postal Ballot along with the Explanatory Statement through email, 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 as on the cut-off date, i.e., February 12, 2021.



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 provided E-voting facility to its Shareholders and had engaged the services of CDSL for this purpose. The Company has also given the option, as an alternative, to Shareholders to download the form for postal ballot and send the same duly filled in and signed to its Registrar and Transfer Agent.
3. The voting through Postal Ballot and E-Voting had commenced on Tuesday, February 23, 2021 at 9.00 a.m. and had ended on Wednesday, March 24, 2021 at 5.00 p.m.
4. After the time fixed for closing of the Postal Ballot and E-Voting process, i.e., on Wednesday, March 24, 2021 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, February 12, 2021.
7. All Postal Ballot forms and e-votes received upto 5.00 p.m. on Wednesday, March 24, 2021, 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.



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

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307, Dev Milan, Near Tip Top Plaza, L B S Marg, Thane-400 604  
Cell: 99202 71677 \* e-mail: kalidasvanjpe@gmail.com \* www.kalidasvanjpe.com

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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

**For Godrej Industries Limited**

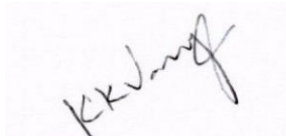
**Adi B. Godrej**  
Chairman

Dated :- March 25, 2021  
Place:- Thane

## ANNEXURE

<b>Voting results</b>	
Record date	12-02-2021
Total number of shareholders on record date	91794
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>3</b>

For Godrej Industries Limited



**Kalidas Vanjpe**  
**Practicing Company Secretary (Scrutinizer)**  
**Date: March 25, 2021**

**Adi 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 investment up to Rs.1500 Crore 10 Lakh (Rupees One Thousand Five Hundred Crore and Ten Lakh Only) in Pyxis Holdings Private Limited				
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	223355804	223355804	100.0000	223355804	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		223355804	223355804	100.0000	223355804	0	100.0000
Public- Institutions	E-Voting	45340821	27566603	60.7986	23361516	4205087	84.7457	15.2543
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		45340821	27566603	60.7986	23361516	4205087	84.7457
Public- Non Institutions	E-Voting	67828473	45282523	66.7603	45281833	690	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		67828473	45282523	66.7603	45281833	690	99.9985
<b>Total</b>		336525098	296204930	88.0187	291999153	4205777	98.5801	1.4199
<b>Whether resolution is Pass or Not.</b>							Yes	

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



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for increase in borrowing powers of the Company under Section 180 (1)(c) of the Companies Act, 2013				
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	223355804	223355804	100.0000	223355804	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		223355804	223355804	100.0000	223355804	0	100.0000
Public-Institutions	E-Voting	45340821	40612315	89.5712	40612315	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		45340821	40612315	89.5712	40612315	0	100.0000
Public- Non Institutions	E-Voting	67828473	45282523	66.7603	45281862	661	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		67828473	45282523	66.7603	45281862	661	99.9985
<b>Total</b>		336525098	309250642	91.8953	309249981	661	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	

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



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve raising of funds by way of issuance of Unsecured NCDs/Bonds/Other Instruments aggregating to Rs.1,500 Cr & to delegate powers to Mgmt Committee				
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	223355804	223355804	100.0000	223355804	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		223355804	223355804	100.0000	223355804	0	100.0000
Public-Institutions	E-Voting	45340821	40612315	89.5712	40612315	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		45340821	40612315	89.5712	40612315	0	100.0000
Public- Non Institutions	E-Voting	67828473	45282523	66.7603	45282095	428	99.9991	0.0009
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		67828473	45282523	66.7603	45282095	428	99.9991
<b>Total</b>		336525098	309250642	91.8953	309250214	428	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

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

