

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: August 13, 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 31st (Thirty First) Annual General Meeting (AGM) held on August 13, 2019

Dear Sir,

Further to our letter dated July 19, 2019, in respect of the Notice of the 31st (Thirty First) Annual General Meeting ("AGM") of Godrej Industries Limited ("the Company") held on Tuesday, August 13, 2019 at 4.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra, we would like to inform that the AGM was duly held and businesses were transacted thereat as per the Notice of the AGM dated May 13, 2019.

In this connection, please find enclosed as **Annexure I**, the Summary of proceedings of the AGM 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 31st (Thirty First) Annual General Meeting

The 31st Annual General Meeting (“AGM” or “the Meeting”) of the Shareholders of Godrej Industries Limited (“the Company”) was held on Tuesday, August 13, 2019 at 4.00 p.m. (IST) at the Auditorium, “Godrej One”, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079, Maharashtra.

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

The Chairman after ascertaining that the requisite quorum was present, declared that the Meeting was validly constituted and commenced the proceedings of the Meeting.

The Directors of the Company (including Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the Stakeholders’ Relationship Committee, Chairman of the Risk Management Committee) and the representatives of M/s. BSR & Co. LLP, Chartered Accountants (Statutory Auditors) and M/s. A. N. Ramani & Co., Practicing Company Secretaries (Secretarial Auditors) attended the AGM.

The Chairman welcomed the Directors and Shareholders and with the consent of the Shareholders present, took the Notice of the Meeting, and the Statutory Auditors’ Report on the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2019 and the Secretarial Audit Report as read, as there were no qualifications, observations or comments which have any adverse effect on the functioning of the Company.

The Chairman then delivered his speech to the Shareholders giving highlights of the Company’s performance during the Financial Year 2018-19 and for the first Quarter ended June 30, 2019.

The following items of business as per the Notice of the AGM dated May 13, 2019 were transacted at the AGM. Mr. Adi B. Godrej being interested in Resolution Nos. 4 and 5 of the Notice of the AGM, entrusted the proceedings to Mr. Nadir B. Godrej, Managing Director of the Company (non-interested Director) for the purpose of conducting the proceedings for these 2 Resolutions.

Agenda items transacted at the Meeting:

Ordinary Business:

1. Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2019 together with the Board’s Report and Statutory Auditor’s Report thereon.
2. Declaration of Final Dividend of Re.1.15 per Equity Share of Face Value of Re.1/- each on Equity Shares for the Financial Year 2018-19.



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3. Appointment of Mr. Jamshyd Godrej (DIN: 00076250) as a Director, liable to retire by rotation, who has offered himself for re-appointment.
4. Appointment of Ms. Tanya Dubash (DIN: 00026028) as a Director, liable to retire by rotation, who has offered herself for re-appointment.

Special Business:

5. Approval for waiver of excess managerial remuneration paid to Ms. Tanya Dubash (DIN: 00026028), Whole Time Director of the Company for the Financial Year 2018-19.
6. Approval for waiver of excess managerial remuneration paid to Mr. Nitin Nabar (DIN: 06521655), Whole Time Director of the Company for the Financial Year 2018-19.
7. Appointment of Ms. Rashmi Joshi (DIN: 06641898) as an Independent Director of the Company for a term of 5 (Five) years starting from March 15, 2019 upto March 14, 2024.
8. Appointment of Dr. Ganapati Yadav (DIN: 02235661) as an Independent Director of the Company for a term of 5 (Five) years starting from May 13, 2019 upto May 12, 2024.
9. Appointment of Mr. Mathew Eipe (DIN: 00027780) as an Independent Director of the Company for a term of 5 (Five) years starting from May 13, 2019 upto May 12, 2024.
10. Re-appointment of Mr. Keki Elavia (DIN: 00003940) as an Independent Director of the Company for a second term starting from August 9, 2019 upto March 31, 2021.
11. Re-appointment of Mr. Kavasa Petigara (DIN: 00066162) as an Independent Director of the Company for a second term starting from August 9, 2019 upto July 8, 2023.
12. Ratification of Remuneration of M/s. R. Nanabhoy & Co., Cost Accountants appointed as the "Cost Auditors" of the Company for the Financial Year 2019-20.

Clarifications were provided to the queries raised by the Members. Thereafter, 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 Friday, August 9, 2019 at 9.00 a.m. (IST) upto Monday, August 12, 2019 till 5.00 p.m. (IST), on all resolutions set forth in the Notice of the AGM. Shareholders who were present at the AGM and had not cast their vote electronically were provided an opportunity to cast their votes through 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 the results of the voting shall be declared within 48 (Forty Eight) hours from the conclusion of the AGM and the same shall be submitted to CDSL



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(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 AGM ended at 4.45 p.m. (IST) with a vote of thanks to the Chair.

For Godrej Industries Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9871)

