

Godrej Industries Ltd.
Regd. Office : Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai - 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8068/8063/8074
Website : www.godrejinds.com
CIN : L24241MH1988PLC097781

July 17, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 023

The National Stock Exchange of India Ltd.
Plot No.C-1, G-Block, Exchange Plaza,
4th Floor, Bandra-Kurla Complex,
Mumbai 400 051


Dear Sirs,

We enclose copy of the notice of the Annual General Meeting of Godrej Industries Limited to be held on August 11, 2017 at 3.30 p.m. at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079.

We request you to kindly take the same on record.

Thank you.

Yours faithfully
for Godrej Industries Ltd.


Nilufer Shekhawat
Company Secretary



Notice to Shareholders

NOTICE is hereby given that the TWENTY-NINTH ANNUAL GENERAL MEETING of the members of GODREJ INDUSTRIES LIMITED will be held on Friday, August 11, 2017 at 3.30 P.M. at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements (both standalone and consolidated) of the Company for the year ended March 31, 2017 which includes the Statement of Profit & Loss, Cash Flow Statement, the Balance Sheet as at that date, the Auditor's Report thereon and the Board's Report.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. A. B. Godrej (DIN: 00065964), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. T. A. Dubash (DIN: 00026028), who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification and re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, M/s. BSR & Co. LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022), be and are hereby appointed, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Thirty - fourth AGM of the Company to be

held in the year 2022 (subject to ratification of their appointment at every AGM), on a remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business:

6. Increase in borrowing limits of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT in supersession of the resolution passed by the Shareholders through Postal Ballot, result of which was announced on June 3, 2014 and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and the applicable rules and schedule, if any, including any statutory modification(s)/ amendment(s)/revision(s) thereof or any other law, as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company (which includes any committee thereof) for borrowing from time to time, at its discretion, on such terms and conditions as to repayment, interest or otherwise, any sum or sums of monies which, together with the money already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business upto a limit of ₹ 2,000 crore (Rupees Two Thousand Crore) over and above the paid-up capital and free reserves of the Company.

7. Remuneration of M/s. R. Nanabhoy & Co., Cost Auditors of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, as amended from time to time, the remuneration payable to

M/s. R. Nanabhoy & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, amounting to ₹ 2,64,000 per annum, plus service tax and actual out-of-pocket expenses, be and is hereby ratified and confirmed.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Nilufer Shekhawat
Company Secretary

Mumbai, May 22, 2017

Registered Office:

Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.
Tel.: +91 22 2518 8010/ 20/ 30;
Fax: +91 22 25188066;
Website: www.godrejindustries.com;
Email: investor@godrejinds.com;
CIN: L24241MH1988PLC097781

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of business under Item Nos. 6 to 7 as set out in the Notice is annexed hereto.
2. Brief resume of Directors/persons proposed to be appointed/re-appointed, as stipulated under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is provided after the explanatory statement to this notice.
3. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote

on poll on his/her behalf and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. A person can act as a proxy on behalf of not more than fifty members holding in the aggregate, not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution/authority, as applicable.

4. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting (AGM).
5. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant board resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
6. Pursuant to section 101 and section 136 of the Act read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant only, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.

7. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholders for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 11th August, 2016 (date of last Annual General Meeting) are available on the website of the Company. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPFA/refund.html>
10. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
11. E-voting: In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the members the facility to exercise their vote for business to be transacted in this notice of AGM by electronic means through e-voting facility provided by Central Depository Services Limited (CDSL). Members who are holding shares in physical or dematerialized form as on August 4, 2017 shall exercise their vote by electronic means.

The e-voting instructions for members receiving an e-mail or a physical copy of this notice of AGM are as under:

- (i) The remote e-voting period begins on August 7, 2017 at 09:00 hrs. and ends on August 10, 2017 at 17:00 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 4, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

Dividend for the Financial Year ended	Date of Dividend Declaration	Due Date for Transfer
31.03.2010	27.07.2010	01.09.2017
31.03.2011	30.07.2011	03.09.2018
31.03.2012	11.08.2012	16.09.2019
31.03.2013	10.08.2013	15.09.2020
31.03.2014	09.08.2014	16.09.2021
31.03.2015	11.08.2015	17.09.2022
31.03.2016*	08.03.2016	14.04.2023

**Interim Dividend*

8. Members/Proxies are requested to bring the Attendance Slip duly filled in for attending the AGM.
9. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.

- (vi) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user then follow the steps given below.

For Members holding shares in Demat / Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to enter the first five letters "NPGIL" and the 5 digits of the sequence number printed on the address label.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the Demat account number / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Godrej Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to

www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Members may also contact Mr. Mehboob Lakhani, Asst. Manager, CDSL on Ph: 18002005533.

12. In case of members who are attending the AGM and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice. For clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. August 4, 2017. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Act read with the Companies (Management and Administration) Rules, 2014.
13. Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership no. FCS 7132) or

failing him Ms. Bhavana Shewakramani (Membership No. FCS 8636) of M/s. A. N. Ramani & Co., Company Secretaries have been appointed as the Scrutinizers to scrutinize the e-voting process as well as the voting by way of poll, to be conducted at the AGM, in a fair and transparent manner

14. The Scrutinizer, after scrutinizing the votes cast at the meeting and through e-voting, will, not later than forty eight hours of conclusion of the Meeting, make the Scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.godrejindustries.com. The results shall simultaneously be communicated to the Stock Exchanges.
15. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 11, 2017.
16. Route map showing directions to reach venue of the AGM is given at the end of the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 6

The shareholders of the Company had through postal ballot, results of which were announced on June 3, 2014, accorded their consent to borrow from time to time pursuant to Section 180(1)(c) of the Companies Act, 2013 any sum which together with the money already borrowed by the Company not exceeding in the aggregate at any one time ₹ 1,500 crore over and above the paid-up capital and free reserves of the Company. Considering the business requirements of the Company, it is proposed to increase the borrowing limits from ₹ 1,500 crore to ₹ 2,000 crore over and above the paid-up capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.

The Board recommends passing of the resolution as set out at item no. 6 of the Notice.

None of the directors or key managerial personnel and/or their relatives are deemed to be interested or concerned in the resolution.

Item No. 7

In pursuance of Section 148 of the Companies Act, 2013 and the rules made thereunder, the Board shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on May 22, 2017, the Board considered and approved appointment of M/s. R. Nanabhoy & Co., Cost Accountants, for conduct of the audit of the cost records of the Company at a remuneration of ₹ 2,64,000 per annum exclusive of service tax and out of pocket expenses for the financial year ending March 31, 2018.

The Board recommends passing of the resolution as set out at item no. 7 of the Notice.

None of the Directors or KMPs of the Company or their relatives are concerned or interested in the resolution at item No. 7 of the accompanying notice.

By Order of the Board of Directors

Nilufer Shekhawat
Company Secretary

Mumbai, May 22, 2017

Registered Office:

Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli (East), Mumbai 400 079.
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Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

Name of the Directors	Mr. A. B. Godrej	Ms. T. A. Dubash
Age	75	48
Nationality	Indian	Indian
Date of appointment	March 7, 1988	August 1, 1996
Qualification	B.S., M.S. from Massachusetts Institute of Technology, U.S.A.	AB, Economics & Political Science, Brown University, USA., Advanced Management Program, Harvard Business School
Expertise in specific functional area	Engineering and Management	Marketing
Directorships held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> • Godrej Consumer Products Ltd. • Godrej & Boyce Mfg. Co. Ltd. • Godrej Agrovet Ltd. • Godrej Investments Pvt. Ltd. 	<ul style="list-style-type: none"> • Godrej Consumer Products Ltd., • Ensemble Holdings & Finance Ltd., • Godrej Agrovet Ltd., • Natures Basket Ltd., • Godrej Seeds & Genetics Ltd., • Vora Soaps Ltd., • Godrej Holdings Pvt. Ltd., • Innovia Multiventures Pvt. Ltd.
Chairmanships/ Memberships of Committees in other companies	Godrej Consumer Products Ltd.: Member of Stakeholder's Relationship Committee	Natures Basket Limited: Chairman, Audit Committee
Relationship with other directors	Brother of Mr. N. B. Godrej, Managing Director Father of Ms. T. A. Dubash, Executive Director & Chief Brand Officer	Daughter of Mr. A. B. Godrej, Chairman
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil Nil	42,68,783 Nil