

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.godrejindustries.com
CIN : L24241MH1988PLC097781

Date: July 6, 2018

BSE Limited, P J Towers, Dalal Street, Fort, Mumbai 400 001 BSE Scrip Code: 500164	National Stock Exchange of India Limited 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code: GODREJIND
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Dear Sir,

Sub: Disclosure of:

(i) Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Godrej Industries Limited ("Company") held on Thursday, 5th July, 2018; and

(ii) Voting Result, pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI Circular")

Ref: Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Order dated 17th May, 2018 passed by the National Company Law Tribunal, Mumbai Bench ("Tribunal"), a meeting of equity shareholders of the Company was held on Thursday, 5th July, 2018 at 11:00 A.M. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079.

Further, pursuant to the provisions of Section 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013, Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, Regulation 30 and 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CFD/DIL3/CIR/2017/21 dated 10th day of March, 2017, issued by the Securities and Exchange Board of India, the Applicant Company has provided the facility of voting by equity shareholders of the Applicant Company to



the Scheme through e-voting or postal ballot or voting conducted through poll at the venue of the meeting which was held on 5th July, 2018.

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) e-voting (ii) postal ballot and (iii) physical voting at the venue of the meeting, which was held on 5th July, 2018.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through postal ballot, e-voting and voting conducted through poll at the venue of the meeting.

Mr. Kalidas Vanjpe, Practicing Company Secretary, had been appointed as the Scrutinizer to scrutinize the votes cast either electronically or on postal ballot or on Poll at the Meeting.

As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following disclosures:

- (i) In terms of the Companies Act, 2013 and NCLT Order — voting results of the business transacted through (i) e-voting (ii) postal ballot and (iii) physical voting at the venue of the meeting along with the Scrutinizer's Report is attached as '**Annexure A**'
- (ii) In terms of the SEBI Circular — voting results of the Public Shareholders, along with a separate Scrutinizer's Report is attached '**Annexure B**'.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

The above reports are also being uploaded on the Company's website.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thank you.

For Godrej Industries Limited


Nilufer Shekhawat
Company Secretary





To,
Mr. Adi B. Godrej
Chairman appointed for the meeting
Godrej Industries Limited
Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli East,
Mumbai - 400 079, Maharashtra, India

Dear Sir,

Sub: - Combined Scrutinizer's Report

I, Kalidas Vanjpye, Practicing Company Secretary (FCS – 7132), have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT), by its Order dated 17th May, 2018, as "the Scrutinizer", for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through poll at the venue of the meeting of the Equity Shareholders (including public shareholders) of Godrej Industries Limited (the Company) held at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 on 5th July, 2018 at 11.00 a.m. pursuant to the provisions of the Companies Act, 2013 read with the applicable rules thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Vora Soaps Limited ('VSL' or 'the Transferor Company') with Godrej Industries Limited ('GIL' or 'the Transferee Company'), in terms of notice dated 18th May, 2018, convening the said meeting.

I do hereby submit my report as thereunder:

- 1) The Company had on 30th May 2018, completed the dispatch of the Notices of Postal Ballot & E-voting along with the Explanatory Statement as required and the Scheme with respect to the amalgamation of the Transferor Company with the Transferee Company to all its equity shareholders whose name(s) appeared on the Register of Members / List of Beneficial Owners on 17th May, 2018.



- 2) The Postal Ballot, in this regard, has been conducted in accordance with the relevant provisions of the Companies Act, 2013 as amended. The Company had also provided e-voting facility in terms of the Listing Obligations and Disclosure Requirement as an alternative to its shareholders and had engaged Central Depository Services (India) Limited ('CDSL') for the purpose.
- 3) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and e-voting and the voting conducted through poll at the venue of the meeting on the resolution contained in Notice of the meeting.
- 4) The Cut-off date was Thursday, 17th May, 2018 for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through poll at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
- 5) The voting through Postal Ballot and e-voting had commenced on Tuesday, June 05, 2018 at 9.00 a.m. and ended on Wednesday, July 04, 2018 at 5.00 p.m. The general meeting pursuant to the orders of the NCLT was held on 5th July, 2018 at 11.00 a.m.
- 6) My responsibility as a Scrutinizer for the voting process (conducted through postal ballot, e- voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through poll at the venue of the meeting.
- 7) The e-voting module was disabled and blocked by CDSL for voting on 4th July, 2018 at 5.00 p.m.



- 8) The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 4th July, 2018. I have not accepted any postal ballot form after 5.00 p.m. on 4th July, 2018.
- 9) On Thursday, 5th July, 2018, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the venue of the meeting but who had not cast their votes earlier through the postal ballots or the e-voting module of CDSL.
- 10) After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 11) On completion of the voting at the NCLT convened Meeting, Company provided to me the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
- 12) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. I counted the votes cast at the venue of the meeting. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 13) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 14) The votes under e-voting were unblocked after the said general meeting and data was downloaded.
- 15) 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.



- 16) The Postal Ballot Forms were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Transferee Company / List of Beneficial Owners, as on 17th May, 2018.
- 17) All Postal Ballot Forms and e-Votes received up to 5.00 p.m. on July 04, 2018, being the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- 18) I have not found any defaced/ mutilated Postal Ballot form.
- 19) I then counted the votes casted through the postal ballots and through the e-voting module of CDSL in the presence of two witnesses, viz., Ms. Shewakramani and Mr. Patrick, who are not in employment of the Company.
- 20) The Postal ballot forms, e-voting and voting through Poll paper at the venue of the meeting done, which were incomplete and/or which were otherwise found to be defective, if any have been treated as invalid.
- 21) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution:

Approval of the Scheme of Amalgamation of Vora Soaps Limited with Godrej Industries Limited and their respective shareholders



Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through poll at the venue of the meeting of Equity Shareholders

(a) Total Number of valid Votes cast

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members
Postal Ballot	139	66787
E-voting	252	301844794
Voting conducted through poll at the venue of the meeting	24	240132
Total	415	302151713

(b) Votes in favour of the resolution

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	136	66631	0.02
E-voting	248	301844736	99.90
Voting conducted through poll at the venue of the meeting	24	240132	0.08
Total No. of votes casted in favour	408	302151499	100
Total No. of votes casted	415	302151713	100

(c) Votes against the resolution

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	3	156	0
E-voting	4	58	0
Voting conducted through poll at the venue of the meeting	0	0	0
Total No. of votes casted against	7	214	0
Total No. of votes casted	415	302151713	100



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(d) Invalid Votes

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by members
Postal Ballot	5	12812
E-voting	0	0
Voting conducted through poll at the venue of the meeting	0	0
Total	5	12812

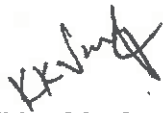
22) Since the votes cast FOR the resolution exceeds number of votes cast AGAINST the Resolution is considered to be duly passed.

23) The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through Poll at the venue of the meeting, postal ballots and e-voting process is handed over to the Chairman appointed for the meeting. The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.

24) You are requested to kindly declare the said results to the shareholders of the Company.

Thanking you,

Yours faithfully,



Kalidas Vanjpe

Practicing Company Secretary

Membership No.: FCS – 7132 CP No.: 3413



Date: 6th July, 2018

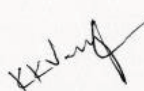
Place: Thane, Maharashtra



Total Number of Shareholders as on date		69370
No. of shareholders present in the meeting either in person or through proxy		
Promoter and Promoter Group	a. In Person	5
	b. Through authorised representative	1
	c. Through proxy	0
Public	a. In Person	42
	b. Through authorised representative	0
	c. Through proxy	0
Total		48

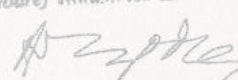


Resolution Required : (Majority of persons representing 3/4th in value)			Resolution approving Scheme of Amalgamation of Vora Soaps Limited ('VSL' or 'the Transferor Company') with Godrej Industries Limited ('GIL' or 'the Transferee Company') and their respective shareholders ('the Scheme' or 'this Scheme') pursuant to Section 230 to 232 and other applicable provisions of 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	251336467	251336467	100.00	251336467	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		251336467	100.00	251336467	0	100.00	0.00
Public Institutions	E-Voting	56705239	45796668	80.76	45796668	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		45796668	80.76	45796668	0	100.00	0.00
Public Non Institutions	E-Voting	28231025	4711659	16.69	4711601	58	99.9988	0.0012%
	Poll		240132	0.85	240132	0	100.00	0.00
	Postal Ballot		66787	0.24	66631	156	99.7664	0.23%
	Total		5018578	17.78	5018364	214	99.9957	0.0043%
Total		336272731	302151713	89.85	302151499	214	100.00	0.0001%


 Kalidas Vanjpe
 Practising Company Secretary



For Godrej Industries Ltd.


 Chairman



To,
Mr. Adi B. Godrej
Chairman appointed for the meeting
Godrej Industries Limited
Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli East,
Mumbai - 400 079, Maharashtra, India

Dear Sir,

Sub: - Scrutinizer's Report

I, Kalidas Vanjpe, Practicing Company Secretary (FCS – 7132), have been appointed by the Hon'ble Company Law Tribunal, Bench at Mumbai (NCLT), by its Order dated 17th May, 2018, as "the Scrutinizer", for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through poll at the venue of the meeting of the Equity Shareholders (including public shareholders) of Godrej Industries Limited (the Company) held at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 on 5th July, 2018 at 11.00 a.m. on the resolution seeking approval of the Public Shareholders pursuant to Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India ("SEBI Circular") to the Scheme of Amalgamation of Vora Soaps Limited ('VSL' or 'the Transferor Company') with Godrej Industries Limited ('GIL' or 'the Transferee Company'), in terms of notice dated 18th May, 2018, convening the said meeting.

I do hereby submit my report as thereunder.

- 1) The Company had on 30th May 2018 completed the dispatch of the Notices of Postal Ballot & E-voting along with the Explanatory Statement as required and the Scheme with respect to the amalgamation of the Transferor Company with the Transferee Company to all its equity shareholders whose name(s) appeared on the Register of Members / List of Beneficial Owners on 17th May, 2018.



- 2) The Postal Ballot, in this regard, has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended. The Company had also provided e-voting facility in terms of the Listing Obligations and Disclosure Requirement as an alternative to its shareholders and had engaged Central Depository Services (India) Limited ('CDSL') for the purpose.
- 3) The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 10th March, 2017 relating to voting done through the postal ballot and e-voting and the voting conducted through poll at the venue of the meeting on the resolution contained in Notice of the meeting.
- 4) The Cut-off date was Thursday, 17th May, 2018 for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through poll at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
- 5) The voting through Postal Ballot and e-voting had commenced on Tuesday, June 05, 2018 at 9.00 a.m. and ended on Wednesday, July 04, 2018 at 5.00 p.m. The general meeting pursuant to the orders of the NCLT was held on 5th July, 2018 at 11.00 a.m.
- 6) My responsibility as a Scrutinizer for the voting process (conducted through postal ballot, e-voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through poll at the venue of the meeting.
- 7) The e-voting module was disabled and blocked by CDSL for voting on 4th July, 2018 at 5.00 p.m.



- 8) The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 4th July, 2018. I have not accepted any postal ballot form after 5.00 p.m. on 4th July, 2018.
- 9) The votes under e-voting were unblocked after the said general meeting and data was downloaded.
- 10) 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.
- 11) The voting done through Postal Ballot, e-voting and voting conducted through poll at the venue of the meeting were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
- 12) The Postal ballot forms, e-voting and voting through Poll paper at the venue of the meeting done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
- 13) The result of the voting seeking approval of the public shareholders of the Company to the Scheme is as under:

Resolution:

Approval of the Scheme of Amalgamation of Vora Soaps Limited with Godrej Industries Limited and their respective shareholders



Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through poll by public Shareholders

(a) Total Number of valid Votes cast by Public Shareholders

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members
Postal Ballot	139	66787
E-voting	230	50508327
Voting conducted through poll at the venue of the meeting	24	240132
Total	393	50815246

(b) Votes in favour of the resolution

Manner of Voting	Total Number of members (in person or by proxy)*	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	136	66631	0.13
E-voting	226	50508269	99.40
Voting conducted through poll at the venue of the meeting	24	240132	0.47
Total No. of votes casted in favour by Public Shareholders	385	50815029	100
Total No. of votes casted by Public Shareholders	393	50815246	100

(c) Votes against the resolution

Manner of Voting	Total Number of members (in person or by proxy) *	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	3	156	0.00
E-voting	4	58	0.00
Voting conducted through poll at the venue of the meeting	0	0	0.00
Total No. of votes casted against by Public Shareholders	7	214	0.00
Total No. of votes casted by Public Shareholders	393	50815246	100



(d) Invalid Votes

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid*	No. of votes cast by members
Postal Ballot	5	12812
E-voting	0	0
Voting conducted through poll at the venue of the meeting	0	0
Total	5	12812

**Represents public shareholders*

14) The list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through Poll at the venue of the meeting, postal ballots and e-voting process is handed over to the Chairman appointed for the meeting. The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.

15) You are request to kindly declare the said results to the shareholders of the Company.

Thanking you,

Yours faithfully,



Kalidas Vanjpe

Practicing Company Secretary

Membership No.: FCS – 7132 CP No.: 3413



Date: 6th July, 2018

Place: Thane, Maharashtra



Resolution Required :			Resolution approving Scheme of Amalgamation of Vora Soaps Limited ('VSL' or 'the Transferor Company') with Godrej Industries Limited ('GIL' or 'the Transferee Company') and their respective shareholders ('the Scheme' or 'this Scheme') pursuant to Section 230 to 232 and other applicable provisions of 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]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	251336467	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	56705239	45796668	80.76	45796668	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		45796668	80.76	45796668	0	100.00	0.00
Public Non Institutions	E-Voting	28231025	4711659	16.69	4711601	58	99.9988	0.0012
	Poll		240132	0.85	240132	0	100.00	0.0000
	Postal Ballot		66787	0.24	66631	156	99.7664	0.0023
	Total		5018578	17.78	5018364	214	99.9957	0.0043
Total		336272731	50815246	15.11	50815032	214	99.9996	0.0004



Kalidas Vanjpe

Practising Company Secretary

For Godrej Industries Ltd.

[Signature]
Chairman