### **Godrej Consumer Products Ltd.**

Regd. Office: Godrej One, 4<sup>th</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli(E), Mumbai 4000 79, India.

Tel: +91 22 25188010/8020/8030 Fax: +91 22 2518 8040/8065/8069

Website: www.godrejcp.com

CIN: L24246MH2000PLC129806

June 18, 2017

BSE Limited	The National Stock Exchange of India Ltd
Corporate Relations Department	Exchange Plaza, 4th Floor,
1st Floor, Rotunda Bldg., P.J. Towers,	Bandra-Kurla Complex, Mumbai 400 050
Dalal Street,	-
Mumbai 400 023.	

Dear Sirs,

### Outcome of Postal Ballot held from May 19, 2017 to June 17, 2017

As per the provisions of the Companies Act, 2013 and Regulation 44 of SEBI the Listing Regulations, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Postal Ballot. The E-voting was open from May 19, 2017 (9.00 a.m.) to June 17, 2017 (5.00 p.m.).

The Board of Directors had appointed Mr. Kalidas Vanjpe, Practicing Company Secretary, as the Scrutinizer for the Postal Ballot process and remote E- voting. The Scrutinizer carried out the scrutiny of the votes cast and submitted his consolidated report.

The Scrutinzer's Report and the voting results which also has the details of resolutions passed and the voting pattern is enclosed herewith duly countersigned by a Whole-time Director.

The exchanges are hereby informed that as per the Scrutinizer's Report which has been duly countersigned, all the Resolutions as mentioned in the Notice of Postal Ballot dated May 12, 2017 have been passed with the requisite majority.

Thanking you.

Yours faithfully

For Godrej Consumer Products limited

Sharrers Ramesh Iver

Dy. Company Secretary





# KALIDAS VANJPE

B. Com (Hons.), LL. B.(G), F. C. S.

Practising Company Secretary

Corporate Legal Consultant

307, Dev Milan, Near Tip top Plaza, L. B. S. Marg, Thane 400604. Cell: 9920271677 • e-mail: kalidasvanjpe@gmail.com • www.kalidasvanjpe.com

To,
Chairperson
Godrej Consumer Products Limited
Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli East,
Mumbai - 400 079, Maharashtra, India

Dear Sir,

## Sub: - Scrutinizer's Report on the Postal Ballot and E-Voting Process

Godrej Consumer Products Limited has appointed me as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving the resolutions for increase in Authorised share capital (alteration of capital clause in Memorandum of Association and Articles of Association) and issue of bonus shares.

I submit my report as under:

- The Company had on 16<sup>th</sup> May, 2017, completed the dispatch of the Notices of Postal Ballot & E-voting along with the Explanatory Statement as required under 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 on 12<sup>th</sup> May, 2017.
- 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 as an alternative to its shareholders and had engaged Central Depository Services India Limited ('CDSL') for the purpose.



- 3) The voting through Postal Ballot and e-voting had commenced on Friday, 19<sup>th</sup> May, 2017 at 9.00 a.m. and ended on Saturday, 17<sup>th</sup> June, 2017 at 5.00 p.m.
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. 17<sup>th</sup> June, 2017 at 5.00 p.m., I have downloaded the data of E-voting from CDSL. A final report was tabulated by me and the data regarding 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 12<sup>th</sup> May, 2017.
- 7) All Postal Ballot Forms and e-Votes received up to 5.00 p.m. on 17<sup>th</sup> June, 2017, being the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- 8) I have not found any defaced/ mutilated Postal Ballot form.
- 9) On proper scrutiny of all the Postal Ballot Forms and E-Votes, the summary of the Postal Ballot and E-Votes received from all Shareholders is given in the annexure.



- Since the votes cast FOR the resolution exceeds number of votes cast AGAINST the Resolutions are considered to be duly passed.
- 11) The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board for safekeeping.
- 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: 18<sup>th</sup> June, 2017

Place: Thane, Maharashtra

FCS 7132 CP 3413

For Godrej Consumer Products Limited

Adi Godrej

Whole-time Director

Date of the GM	17-Jun-17
Total number of shareholders on record date (May 12, 2017)	82283
Volhe-Start Date	19-May-17
Voltage End date	17-Jun-17
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group:	
Public	
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	
Dublic	

# Agenda- wise disclosure (to be disclosed separately for each agenda item)

Agenda item No. 1	-		Increase in Author	Increase in Authorised Share Capital and Alteration of Memorandum of Association	teration of Memi	orandum of Ass	ociation	
Resolution requir	Resolution required: (Ordinary/ Special)		Ordinary					
Whether promoter/	Whether promoter/ promoter group are interested in the		ON					
Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	No. of Votes – % of Votes in favour on against votes cast (5) (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
	E Violes		209,749,130	97.33%	209,749,130		100.00%	0.00%
71011101111	_	215,496,082				NA		
Promores carono	Postal Ballot	1	5,746,952	2.67%	5,746,952		100.00%	
	Total	215,496,082	215,496,082	100.00%	215,496,082		100.00%	0.00%
	E. Vaeling		81,665,538	78.22%	81,631,051	34,487	99.96%	0.04%
Public	C-VOING	104,410,129				NA		
institutions	Postal Ballot	1	0	0	0	-	0	0
	Total	104,410,129	81,665,538	78.22%	81,631,051	34,487	99.96%	0.04%
200	EVOLING		854,692	4.13%	854,643	49	99.99%	0.01%
Public- Non	E-POCHE	20.694.605				NA .		
Institutions	Poll		23,412	0.11%	23,207		99.12%	0.88%
	Total	20,694,605	878,104		877,850	254	99.97%	0.03%
		340,600,816	298,039,724	87.50%	298,004,983	34,741	99.99%	0.01%

For Godrej Consumer Products
Adl Godrej
Whole-time Director

18.06.2017

Scrutinizer
Practising Company Secretary

No. of shares held (1)  215,496,083 215,496,083 215,496,083 215,496,083 215,496,083 215,496,083 20,694,60 20,694,60 20,694,60 340,690,81  Kalibas Vanjpe Scrutinizer Practising Compa	Agonda Rom No. 3	ada Reyn No. 3 Author recoursed: (Ordinary/ Special)		Alteration of Arth	Alteration of Articles of Association  Special				
No. of shares   No. of votes   % of Votes	HANDEN LEGISTRODISM	Line of the section of the section of		Spariet.					
Mode of Voting	powerd sequence	er/ promoter group are interested in :		No					
Ceer and   C-Voting   (1)   (2)   (2)   (3)   (3)   (2)   (3)	Cheanory	Mode of Voting	of shares		- 1	- 1	No. of	of	
Octer and other and other forcus         E-Voting         (1)         (2)         outstanding shares           Podil         209,749,130         3)=((2)/(1))* 100         (3)=((2)/(1))* 100 <th< th=""><th></th><th></th><th>held</th><th>0</th><th></th><th></th><th>-</th><th>1</th><th>1</th></th<>			held	0			-	1	1
Cotor and cer Group         E-Voting         215,496,082         209,749,130         9           Postal Ballot         215,496,082         5,746,952         10           Poll         215,496,082         215,496,082         215,496,082         10           Postal Ballot         215,496,082         215,496,082         10           Poll         104,410,129         81,615,538         7           Postal Ballot         104,410,129         81,615,538         7           Postal Ballot         20,694,605         854,692         23,332           Postal Ballot         20,694,605         878,024         340,600,816         297,989,644         8           Postal Ballot         20,694,605         878,024         340,600,816         297,989,644         8           Postal Ballot         20,694,605         878,024         8         20,694,605         878,024         8           Postal Ballot         20,694,605         878,024         8         20,694,605         878,024         8           Postal Ballot         20,694,605         878,024         8         2         2           Postal Ballot         20,694,605         878,024         8         2         2         3           Posta			(1)	(2)	outstanding shares		in favour	(5)	(5)
Cher small         E-Vocting         215,496,082         209,749,130         9           Postal Ballot         215,496,082         5,746,952         10           Poil         215,496,082         215,496,082         215,496,082         10           Poil         Postal Ballot         104,410,129         81,615,538         7           Poil         104,410,129         81,615,538         7           Postal Ballot         20,694,605         854,692         23,332           Postal Ballot         20,694,605         878,024         340,600,816         297,989,544         8           Scrutinizer         Scrutinizer         Practising Company Secretary         Scrutinizer         Practising Company Secretary			17	1	(3)=[(2)/(1)]* 100		(4)	_	
Poll	Promoter and	E-Voting		209,749,130	97.33%		6	209,749,130	209,749,130 - 100.00%
Postal Ballot   5,746,952   10	Brownorter Group	Pol	215,496,082					NA	NA
Total   215,496,082   215,496,082   10		Postal Ballot		5,746,952	2.67%		5,746,952	5,746,952	5,746,952 - 100.00%
E-Voting   104,410,129   81,615,538   7		Total	215,496,082	215,496,082	100.00%	_		2	
Political   104,410,129	2	E-Voting		81,615,538	78.179	9		81,581,051	
Postal Ballot   104,410,129   81,615,538   7     Postal Ballot   20,694,605   854,692     Postal Ballot   20,694,605   23,332     Postal Ballot   20,694,605   27,332     Practising Company Secretary   20,694,605   297,989,544   10,000,816   10,000,816   10,000,816   10,000,816   10,000,816   10,000,816   10,000,816   10,000,816   10,000,816	- Constitutions	200	104,410,129						
Total   104,410,129   81,615,538   7     Poli   20,694,605   878,024   1     Total   340,600,816   297,989,544   1     Scrutinizer   Practising Company Secretary   Practising Company Secretary   Practising Company Secretary   104,410,129   81,615,538   7     Scrutinizer   20,694,605   23,332   24,000,816   297,989,544   1     Scrutinizer   Practising Company Secretary   104,410,129   81,615,538   7     Scrutinizer   20,694,605   23,332   24,000,816   297,989,544   1     Scrutinizer   20,694,605   297,989,544   1		Postal Ballot		0	0.00%		0	0	•
Poll 20,694,605 878,024    Total		Total	104,410,129				81,581,051		81,581,051 34,487 99.96%
20,694,605   23,332	Public Mon	E-Voting		854,697			854,000	854,000 693	854,000 692 99.92%
Total   23,332   Total   23,332   27,989,644   1   20,694,605   878,024   1   297,989,644   297,989,644   29	and the second	Pol.	20,694,605					NA	
Total 20,694,605 878,024 340,600,816 297,989,544 1	CHOCHENDRA	Postal Ballot					23,06	23,067 26	265
340,600,816 297,989,644  A FCS 7132 A Practising Company Secretary  Practising Company Secretary		Total	20,694,605				877,06		877,067 957 99.89%
AND S VAN FCS 7132 YA	Total		340,600,816				297,954,20	,200	297,954,200 35,444 99.99%
FCS 7132 TANK CP 3413 PARY			1				For Godrej Con		For Godrej Consumer Products Ltd
(R) CP 3413 (AR)	18.06.2017	FCS 7132 A	Kalibas Vanjpe Scrutinizer Practising Compan	y Secretary	4		Adi Godre	Adi Godie Whole-time Director	Adi Godrej Whole Mme Director

18.06.2017	Total			institutions	Public- Non			institutions	Public			Promoter Group	Promoter and		Category	Whether promoter/ agenda/resolution?	Resolution requ	Agenda Item No. 3
FCS 7132 AND COMPANY SECRETARY A 3 AND COMPANY SECRETARY SECRETARY A 3 AND COMPANY SECRETARY SECRETARY A 3 AND COMPANY SECRETARY		Total	Postal Ballot	Poll	E-Voting	Total	Postal Bailot	Poll	E-Voting	Total		_	E-Voting		Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)	3
Kalibas Vanipe Scrutinizer Practising Company Secretary	340,600,816	20,694,605		20,694,605		104,410,129		104,410,129		215,496,082		215,496,082		(1)	No. of shares			
Secretary	297,989,644	878,024	23,332		854,692	81,615,538			81,615,538	215,496,082	5,746,952		209,749,130	(2)	No. of votes %		Ordinary	issue of Bonus Shares
	87,49%				4.13%	8 78.17%	0 0%		8 78.17%	2 100.00%	2.67%		97.33%	outstanding shares (3)=[(2)/(1)]* 100	cast on			onares
For Godrej Consumer	297,383,003	8/7,983	23,332		854,651	81,615,538	0		81,615,538	215,496,082	5,746,952		209,749,130	in favour (4)	Votes -	1		-
tor	41	Th		NA		0	0	NA	0	0		NA		(5)	against			
\ &	200.001	200.00±	100.00%	100.000	100.00%	100%	0%		100%	10			100.00%	(6)=[(4)/(2)]*100	against votes cast			
														(7)=[(5)/(2)]*100	cast			