

Godrej Consumer Products Ltd.

Regd. Office: Godrej One,
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Eastern Express Highway,
Vikhroli(E), Mumbai 400 79, India.
Tel : + 91 22 25188010/8020/8030
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Website: www.godrejcp.com

CIN: L24246MH2000PLC129806

June 18, 2017

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



Ramesh Iyer

Dy. Company Secretary





KALIDAS VANJPE

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

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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:

- 1) The Company had on 16th 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 12th 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.



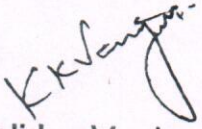
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- 3) The voting through Postal Ballot and e-voting had commenced on Friday, 19th May, 2017 at 9.00 a.m. and ended on Saturday, 17th June, 2017 at 5.00 p.m.
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. 17th June, 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 12th May, 2017.
- 7) All Postal Ballot Forms and e-Votes received up to 5.00 p.m. on 17th 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.



- 10) 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.
- 13) You are requested to kindly declare the said results to the shareholders of the Company.

Thanking you,
Yours faithfully,



Kalidas Vanjpe

Practicing Company Secretary

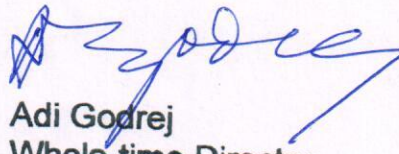
Membership No.: FCS – 7132 CP No.: 3413



Date: 18th June, 2017

Place: Thane, Maharashtra

For Godrej Consumer Products Limited



Adi Godrej
Whole-time Director

Godrej Consumer Products Limited- Details of Outcome of Postal Ballot- June 2017

Annexure

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

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

Agenda Item No. 1	Resolution required: (Ordinary/ Special)	Increase in Authorised Share Capital and Alteration of Memorandum of Association						
Whether promoter/ promoter group are interested in the agenda/resolution?	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)	% of Votes In favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	215,496,082	209,749,130	97.33%	209,749,130	-	100.00%	0.00%
	Poll		5,746,952	2.67%	5,746,952	-	100.00%	0.00%
	Postal Ballot		215,496,082	100.00%	215,496,082	-	100.00%	0.00%
	Total	215,496,082	81,665,538	78.27%	81,631,051	34,487	99.96%	0.04%
Public- Institutions	E-Voting	104,410,129	0	0	0	-	0	0
	Poll		81,665,538	78.22%	81,631,051	34,487	99.96%	0.04%
	Postal Ballot		854,692	4.13%	854,643	49	99.99%	0.01%
	Total	104,410,129	81,665,538	78.22%	81,631,051	34,487	99.96%	0.04%
Public- Non Institutions	E-Voting	20,694,605	23,412	0.11%	23,207	205	99.12%	0.88%
	Poll		878,104	4.24%	877,850	254	99.97%	0.03%
	Postal Ballot		340,600,816	298,039,724	87.50%	298,004,983	34,741	99.99%
	Total	20,694,605	23,412	0.11%	23,207	205	99.12%	0.88%
	Total	20,694,605	878,104	4.24%	877,850	254	99.97%	0.03%
	Total	340,600,816	298,039,724	87.50%	298,004,983	34,741	99.99%	0.01%

18.06.2017



Kalidas Vanlipre
Scrutinizer
Practing Company Secretary

For Godrej Consumer Products Ltd
Aadi Godrej
Whole-time Director

Agenda Item No. 2	Resolution required: (Ordinary/ Special)	Alteration of Articles of Association						
Whether promoter/ promoter group are interested in the agenda/resolution?	No	Special						
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)	% of Votes In favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	215,496,082	209,749,130	97.33%	209,749,130	NA	100.00%	0.00%
	Poll							
	Postal Ballot	5,746,952	5,746,952	2.67%	5,746,952	-	100.00%	0.00%
Public- Institutions	Total	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
	E-Voting	104,410,129	81,615,538	78.17%	81,581,051	34,487	99.96%	0.04%
	Poll					NA		
Public- Non Institutions	Postal Ballot	104,410,129	81,615,538	78.17%	81,581,051	34,487	99.96%	0.04%
	Total	20,694,605	854,692	4.13%	854,000	692	99.92%	0.08%
	E-Voting					NA		
Total	Poll	20,694,605	23,332	0.11%	23,067	265	98.86%	1.14%
	Postal Ballot	20,694,605	878,024	4.24%	877,067	957	99.89%	0.11%
	Total	340,600,816	297,989,644	87.49%	297,954,200	35,444	99.99%	0.01%

18.06.2017



Kalidas Vanjpe
 Kalidas Vanjpe
 Scrutinizer
 Practising Company Secretary

Adi Godrej
 Adi Godrej
 Whole-time Director
 For Godrej Consumer Products Ltd

Agenda Item No. 3	Resolution required: (Ordinary/ Special)	Issue of Bonus Shares						
Whether promoter/ promoter group are interested in the agenda/resolution?	No	Ordinary						
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)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	215,496,082	209,749,130	97.33%	209,749,130	0	100.00%	0.00%
	Poll					NA		
Public- Institutions	Postal Ballot	215,496,082	5,746,952	2.67%	5,746,952	0	100.00%	0.00%
	Total	215,496,082	215,496,082	100.00%	215,496,082	0	100.00%	0.00%
Public- Institutions	E-Voting	104,410,129	81,615,538	78.17%	81,615,538	0	100%	0%
	Poll					NA		
Public- Non Institutions	Postal Ballot	104,410,129	81,615,538	78.17%	81,615,538	0	100%	0%
	Total	104,410,129	81,615,538	78.17%	81,615,538	0	100%	0%
Public- Non Institutions	E-Voting	20,694,605	854,692	4.13%	854,651	41	100.00%	0.00%
	Poll					NA		
Public- Non Institutions	Postal Ballot	20,694,605	23,332	0.11%	23,332	0	100.00%	0.00%
	Total	20,694,605	878,024	4.24%	877,983	41	100.00%	0.00%
Total		340,600,816	297,989,644	87.49%	297,989,603	41	100.00%	0.00%

For Godrej Consumer Products Ltd

Adil Godrej

Whole-time Director

Kalidas Vanjipe
Scrutinizer
Practising Company Secretary



18.06.2017