

Godrej Consumer Products Ltd.  
Regd. Office : Godrej One,  
4th Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (E), Mumbai. 400 079, India.  
Tel. : +91-22-2518 8010/8020/8030  
Fax: +91-22-2518 8040  
Website : www.godrejcp.com  
CIN : L24246MH2000PLC129806

September 5, 2018

**BSE Ltd**  
Corporate Relations Department  
1st Floor, Rotunda Bldg., P.J. Towers,  
Dalal Street, Mumbai 400 023.  
Scrip Code : 532424

**The National Stock Exchange of India Ltd**  
Exchange Plaza, 4<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Mumbai 400 050  
Symbol: GODREJCP

Dear Sirs,

**Outcome of Postal Ballot held from August 6, 2018 to September 4, 2018**

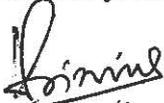
As per the provisions of the Companies Act, 2013 and Regulation 44 of SEBI the Listing Regulations, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Postal Ballot. The E-voting was open from August 6, 2018 (9.00 a.m.) to September 4, 2018 (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 the Chairperson.

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 July 30, 2018 have been passed with the requisite majority.

Yours faithfully,  
For Godrej Consumer Products Ltd.



V Srinivasan  
Chief Financial Officer & 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 Madam,

**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 (and consequent alteration of capital clause in Memorandum of Association) and issue of bonus shares.

I submit my report as under:

- 1) The Company had on 3<sup>rd</sup> August, 2018, 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 30<sup>th</sup> July, 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 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 Monday, 6<sup>th</sup> August, 2018 at 9.00 a.m. and ended on Tuesday, 4<sup>th</sup> September, 2018 at 5.00 p.m.
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. 4<sup>th</sup> September, 2018 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 30<sup>th</sup> July, 2018.
- 7) All Postal Ballot Forms and e-Votes received up to 5.00 p.m. on 4<sup>th</sup> September, 2018, 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.



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- 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,

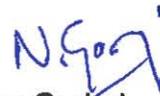


Kalidas Vanjpe  
Practising Company Secretary  
Membership No.: FCS – 7132 CP No.: 3413

Date: 5<sup>th</sup> September, 2018  
Place: Thane, Maharashtra

For Godrej Consumer Products Limited



  
Nisaba Godrej  
Executive Chairperson

Format for Voting Results

Annexure I

Date of the Postal Ballot Cut Off	30-Jul-18
Total number of shareholders on record date (30 July 2018)	92472
E-Voting Start Date	06-Aug-18
E-Voting End Date	04-Sep-18
No. of shareholders present in the meeting either in person or through proxy:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

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

Agenda Item No. 1			Increase in Authorized Capital and consequent amendment to the Memorandum of Association of the Company					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	430992164	430992164	100.00%	430992164	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>430992164</b>	<b>430992164</b>	<b>100.00%</b>	<b>430992164</b>	<b>0</b>	<b>100.00%</b>
Public- Institutions	E-Voting	207246303	164277953	79.27%	160389394	3888559	97.63%	2.37%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>207246303</b>	<b>164277953</b>	<b>79.27%</b>	<b>160389394</b>	<b>3888559</b>	<b>97.63%</b>
Public- Non Institutions	E-Voting	43205597	2189316	5.07%	2189035	281	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		13217	0.03%	13217	0	100.00%	0.00%
	<b>Total</b>		<b>43205597</b>	<b>2202533</b>	<b>5.10%</b>	<b>2202252</b>	<b>281</b>	<b>99.99%</b>
<b>Total</b>		<b>681444064</b>	<b>597472650</b>	<b>87.68%</b>	<b>593583810</b>	<b>3888840</b>	<b>99.35%</b>	<b>0.65%</b>



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Agenda Item No. 2			Issue of Bonus Shares					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	430992164	430992164	100.00%	430992164	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>430992164</b>	<b>430992164</b>	<b>100.00%</b>	<b>430992164</b>	<b>0</b>	<b>100.00%</b>
Public- Institutions	E-Voting	207246303	164277953	79.27%	147009132	17268821	89.49%	10.51%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>207246303</b>	<b>164277953</b>	<b>79.27%</b>	<b>147009132</b>	<b>17268821</b>	<b>89.49%</b>
Public- Non Institutions	E-Voting	43205597	2189320	5.07%	2189042	278	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		12977	0.03%	12977	0	100.00%	0.00%
	<b>Total</b>		<b>43205597</b>	<b>2202297</b>	<b>5.10%</b>	<b>2202019</b>	<b>278</b>	<b>99.99%</b>
<b>Total</b>		<b>681444064</b>	<b>597472414</b>	<b>87.68%</b>	<b>580203315</b>	<b>17269099</b>	<b>97.11%</b>	<b>2.89%</b>

*K. Kalidas Vanjpe*

Kalidas Vanjpe

Practicing Company Secretary

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

Date: 5<sup>th</sup> September, 2018

Place: Thane, Maharashtra



For Godrej Consumer Products Limited



*N. Godrej*

Nisaba Godrej  
Executive Chairperson