



Godrej Consumer Products Limited

CIN No.: L24246MH2000PLC129806

Registered Office: 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079

Phone No.: +91 22 25188010/20/30; **Fax:** +91 22 25188040;

Website: www.godrejcp.com; **Email:** investor.relations@godrejcp.com

NOTICE OF POSTAL BALLOT

[Pursuant to the Provisions of Section 110 of the Companies Act, 2013 and applicable rules thereunder]

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, if any, with the rules made thereunder, the Board of Directors of the company at its meeting held on **Tuesday, January 29, 2019**, approved the businesses, as set out in this notice and the accompanying postal ballot form, for approval of the members of the Company through Postal Ballot.

Accordingly, the proposed resolutions and the explanatory statement thereto are annexed herewith along with a postal ballot form for your consideration.

Mr. Kalidas Vanjpe, Practising Company Secretary (Membership No. FCS 7132), has been appointed as the Scrutiniser to scrutinise the Postal Ballot and E-voting process in a fair and transparent manner.

You are requested to read the instructions printed in the accompanying postal ballot form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutiniser **before the close of working hours (5:00 p.m.) on Tuesday, March 19, 2019**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

Only members entitled to vote are entitled to fill in the postal ballot form and send it to the Scrutiniser or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat this Notice as an intimation only.

Members may note that, in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (“CDSL”).

The e-voting facility is available from **9.00 a.m. on Monday, February 18, 2019 to 5.00 p.m. on Tuesday, March 19, 2019**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Friday, February 8, 2019**, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

The Scrutiniser will submit his report to the Executive Chairperson/ Board of Directors of your Company after completion of the e-voting and scrutiny of postal ballot forms. The combined results of the e-voting and postal ballot will be declared by the Executive Chairperson or any Director of the Company on or before **Thursday, March 21, 2019** at the Registered Office of the Company. The declaration/announcement of the results by the Executive Chairperson or by any Director of the Company as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder. After the declaration, the results will be communicated to the Stock Exchanges, where the shares of the Company are listed and also posted on the Company's website viz., www.godrejcp.com

PROPOSED RESOLUTIONS:

- 1. Re-appointment of Mr. Adi Godrej as a Whole-time Director, designated as Chairman Emeritus (DIN: 00065964) for a period of five years effective from April 1, 2019.**

To consider and, if thought fit, to pass the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 152, Section 196, Section 197, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof), Mr. Adi Godrej (DIN: 00065964) be and is hereby reappointed as Whole-time Director, designated as ‘Chairman Emeritus’ of the Company, with effect from April 1, 2019, to hold office for a period of five years upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. Adi Godrej, on the following terms and conditions:

- I. Period of appointment:** April 1, 2019 to March 31, 2024

- II. Remuneration**

- A. Fixed Compensation**

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity.

The Basic Salary shall be in the range of Rs. 14,37,500/- to Rs. 21,00,000/- per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time-to-time.

B. Performance Linked Variable Remuneration (PLVR)

PLVR relating to the financial years during the period of appointment shall be according to the applicable scheme of the Company or as may be decided by the Board of Directors.

C. Flexible Compensation

In addition to the fixed compensation and PLVR, the Chairman Emeritus will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to the Chairman Emeritus in such form and manner as the Board may decide.

- Furnished residential accommodation (including maintenance of such accommodation, provision of or reimbursement of expenditure incurred on gas, water, power & furnishing) or house rent allowance in lieu thereof as per the rules of the Company;
- Payment/reimbursement of medical/hospitalisation expenses in accordance with the rules of the Company;
- Leave Travel Assistance in accordance with the rules of the Company;
- Payment/reimbursement of club fees;
- Consolidated privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/ accumulation of leave will be permissible in accordance with the Rules specified by the Company;
- Sick leave as per the rules of the Company;
- Provision of Company maintained car(s) with driver(s) for official use;
- Provision of free telephone facilities or reimbursement of telephone expenses at residence including payment of local calls and long distance official calls;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time-to-time.

Explanation:

- i. For the purpose of calculation of gratuity and other retirement benefits, the tenure of Mr. Adi Godrej as an employee in the erstwhile Godrej Soaps Limited till 31.3.2001, shall also be taken into account.
- ii. For the purpose of accumulation of leave, the balance of leave to the credit of Mr. Adi Godrej as on 31.3.2001 in the erstwhile Godrej Soaps Limited, will be carried forward to Godrej Consumer Products Ltd.
- iii. Perquisites shall be evaluated at actual cost and in case the cost is not ascertainable the same shall be valued as per Income Tax Rules.

III. Overall Remuneration

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Chairman Emeritus from time-to-time, shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

IV. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the tenure of appointment, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Companies Act, 2013.

Notes:

- i. Mr. Adi Godrej shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment about the business or affairs or other matters whatsoever of the Company and it shall be his endeavor, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- ii. If Mr. Adi Godrej be guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as a Whole-time Director or any breach of this agreement, as in the opinion of all other Directors renders his retirement from the office of Whole-time Director desirable, the opinion of such other Directors shall be final, conclusive and binding on Mr. Adi Godrej and the Company may, by giving thirty days' notice in writing to Mr. Adi Godrej, determine this Agreement and he shall cease to be a Director of the Company, upon expiration of such notice.
- iii. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the rules and notifications issued thereunder.

RESOLVED FURTHER THAT the Board of Directors may authorize any one of the Directors to enter into an agreement with Mr. Adi Godrej, to give effect to this re-appointment and include such other terms in the agreement as may be necessary and in the best interest of the Company."

2. Appointment of Mr. Sumeet Narang as an Independent Director (DIN: 01874599) for a period of five years effective from April 1, 2019.

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sumeet Narang (DIN 01874599), be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five years with effect from April 1, 2019 to March 31, 2024.

By Order of the Board,
For **Godrej Consumer Products Limited**

V Srinivasan
Chief Financial Officer & Company Secretary

Mumbai, February 8, 2019

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed herewith.
2. The Notice is being sent to all the members, whose names appear in the Register of Members / Record of Depositories as on **Friday, February 8, 2019**.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of members(s) on the cut-off date i.e. **Friday, February 8, 2019**. A person who is not a member on the cut-off date should treat this notice for information purpose only.
4. Duly completed postal ballot form should reach the Scrutiniser not later than **5:00 p.m. on Tuesday, March 19, 2019**. Postal ballot form received after that date will be strictly treated as if reply from such member has not been received. The members are requested to send the duly completed postal ballot form well before the last date providing sufficient time for the postal transit.
5. In compliance of the provisions of Section 108 and 110 of the Companies Act, 2013 and rules made thereunder, the Company is pleased to provide its members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited. E-voting is available from **9.00 a.m. on Monday, February 18, 2019 to 5:00 p.m. on Tuesday, March 19, 2019**. Members are requested to refer to instructions for e-voting, appended to this Notice.
6. The members can opt for only one mode of voting, i.e., either by postal ballot or e-voting. In case members cast their vote by postal ballot as well as e-voting, the voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
7. Members who have received this Notice by email and who wish to vote through postal ballot can seek a postal ballot form from M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, fill in the requisite details and send the same to the Scrutiniser.
8. The result of voting on the resolutions will be declared on or before **Thursday, March 21, 2019**, at the Registered Office and will also be displayed on the website of the Company (www.godrejcp.com) besides being communicated to the Stock Exchanges.

9. E-voting Instructions:

The instructions for shareholders voting electronically are as under:

- (i) The e-voting facility is available from **9.00 a.m. on Monday, February 18, 2019 to 5:00 p.m. on Tuesday, March 19, 2019**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Friday, February 8, 2019**, may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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.
- (vi) If you are holding shares in demat form and had logged on to 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 follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the password provided on the postal ballot form/ email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / 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 CONSUMER PRODUCTS LIMITED** 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 a demat account holder has forgotten the changed 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 "CDSL m-Voting", which can be downloaded from Google Play Store/Apple Store. 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 Custodian 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 scrutiniser 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Resolution 1

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on January 29, 2019, approved the re-appointment of Mr. Adi Godrej as Whole-time Director, designated as Chairman Emeritus, for a further period of five years with effect from April 1, 2019 to March 31, 2024.

Mr. Adi Godrej is a reputed industrialist and he has shaped and guided the Company in its earlier days since 1964 when the current consumer products business was part of the erstwhile Godrej Soaps Limited (GSL). In April 2001, the consumer products business of GSL was demerged into Godrej Consumer Products Ltd and he has continued as a Whole-time Director since then and inspired the growth of the Company in its current form.

His brief profile is as below:

Adi Godrej is Chairman of the Godrej Group, which is mainly privately held, over a 100 year-old family conglomerate, with operations in India and several other countries.

Mr. Adi Godrej has been President of several Indian Trade and Industrial Bodies and associations.

He is the Past Chairman of the Board of the Indian School of Business, and Past President of the Confederation of Indian Industry. He has been a member of the Dean's Advisory Council of the MIT Sloan School of Management, Chairman of the Board of Governors of the Narsee Monjee Institute of Management Studies and a member of the Wharton Asian Executive Board. Mr. Godrej is also a patron of the Himalayan Club.

Mr. Godrej holds a bachelor's and a master's degree from the Sloan School of Management at MIT.

Mr. Godrej is a recipient of several awards and recognitions as listed below:

The Rajiv Gandhi Award 2002, The American India Foundation (AIF) Leadership in Philanthropy Award, 2010, The Entrepreneur of the Year for the Asia Pacific Entrepreneurship Awards 2010, Best Businessman of the Year for the GQ Men of the Year Awards 2010, Chemexcil's Life Time Achievement Award 2010, AIMA-JRD Tata Corporate Leadership Award 2010, Bombay Management Association - Management Man of the Year Award 2010-2011, Qimpro Platinum Standard award for business in 2011, Ernst & Young Entrepreneur of the year 2012, The Padma Bhushan 2013, The Asian Awards, Entrepreneur of the Year 2013, The All India Management Association-Business Leader of the Year 2015, The Clinton Global Citizen Award 2016 for his Leadership in the Private Sector, The Lifetime Achievement Award at the 11th CNBC AWAAZ Real Estate Awards 2016-17, Sir Jehangir Ghandy Medal for Industrial and Social Peace" at the 61st Annual Convocation of XLRI in March, 2017, Global Leadership Award at the U.S. India Business Council Leadership Summit, Washington, D.C. in June, 2017, Lifetime Achievement Award at the Forbes India Leadership Awards 2017, Shri. Pravinchandra V. Gandhi Award for " Excellence in Public Life" by the The Rotary Club of Bombay, 2018, All India Management Association (AIMA) Life Time Achievement Award for Management for the Year 2017, 'Lifetime Achievement in Ethical Leadership & Governance-2017' by the Asian Centre for Corporate Governance & Sustainability, Doctor of Philosophy (D.Phil.) – Honoris Causa at the Amity University Convocation on 24th February, 2018, Lifetime Achievement Award at the 8th Annual Construction Week India Awards 2018, The Economic Times Lifetime Achievement Award for Corporate Excellence 2018, Honorary Doctoral Degree conferred by The Xavier University, Bhubaneswar on 5th December 2018, Xavier Ratna Award by the St. Xavier School Alumni Association on 5th January, 2019

The details of Mr. Adi Godrej, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, is annexed to the Notice.

Considering his expertise and rich experience as an Industrialist of repute and his strong role in the Company's stellar growth over the years and his good health, the Board is confident that Mr Godrej will continue to function and discharge his duties in an able manner and believes that the reappointment of Mr. Adi Godrej will be most beneficial to the Company and accordingly a special resolution in terms of Section 196(3) of the Companies Act, 2013 is placed for the approval of the members. The Board recommends the passing of this resolution.

Mr. Nadir Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej, Mr. Pirojsha Godrej and Mr. Adi Godrej himself are interested in this resolution.

None of the other Directors or Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested financially or otherwise, in the said resolution.

Resolution No. 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 29, 2019, has proposed the appointment of Mr. Sumeet Narang (DIN 01874599), as an Independent Director on the Board of the Company, to hold office for a period of five years with effect from April 1, 2019 to March 31, 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

His brief profile is as below:

Sumeet is the Founder of Samara Capital, an India focused investment firm with strong focus on growth buyouts. Prior to founding Samara Capital in late 2006, Sumeet briefly worked at Goldman Sachs, New York in their Proprietary Investments Group. During 2001-04, he worked with Citigroup India across various functions based out of Delhi and Hyderabad. He also has worked with the Fiat group in Italy and India. Sumeet earned a Masters in Business Administration from the Harvard Business School, where he graduated as a Baker Scholar and John Loeb fellow. He also earned a Masters in Business from Indian Institute of Management, Lucknow, where he was an Aditya Birla Scholar and a B.E. in Mechanical Engineering from Indian Institute of Technology, Roorkee. Samara Capital has a strong focus in the consumer space and Sumeet has had the opportunity to evaluate and / or invest in multiple companies in the sector across different segments such as retail (including food and grocery retail), quick service restaurants, branded apparel, personal and beauty care etc. Sumeet sits on the boards of many of these companies and has actively contributed in their growth journeys, some of which have now become market leading companies in their respective segments.

The details of Mr. Sumeet Narang, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are annexed to the Notice.

The Board of Directors recommends the resolution for approval of the shareholders, as in the opinion of the Board, Mr. Sumeet Narang fulfils the conditions for appointment as an Independent director under the applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested, financially or otherwise, in the said resolution.

By Order of the Board,
For **Godrej Consumer Products Limited**

V Srinivasan
Chief Financial Officer & Company Secretary

Mumbai, February 8, 2019

Information pursuant to the Listing Regulations and Secretarial Standards with respect to appointment or re-appointment of Directors

Names of Director	Adi Godrej	Sumeet Narang
Category	Whole-time Director designated as Chairman Emeritus	Independent Director
DIN	00065964	01874599
Date of Birth and Age	April 3, 1942 / 77 years	January 11, 1976 / 43 years
Qualification	B.S, M.S, Massachusetts Institute of Technology, U.S.A	<ul style="list-style-type: none"> • Masters in Business Administration from the Harvard Business School • Masters in Business from Indian Institute of Management, Lucknow (IIM) • B.E. in Mechanical Engineering from Indian Institute of Technology (IIT), Roorkee
Nature of Expertise/ Experience	Industrialist	Sumeet has had the experience of making investments in businesses in emerging categories in India and working closely with management teams in scaling such businesses
Brief Resume	Please refer to the text of explanatory statement to the resolution.	Please refer to the text of explanatory statement to the resolution.
First Appointment on the Board	November 29, 2000	April 1, 2019 (proposed)
Terms & Conditions of Appointment/ re-appointment	Re-appointment for a period of five years.	Appointment as an Independent Director for five years.
Last Drawn Remuneration Details along with remuneration sought to be paid	Remuneration for last completed FY 17-18 is Rs.7.58 crore (Remuneration includes Salary, various elements of flexible compensation, value of various perquisites). Remuneration sought to be paid is given in the text of the resolution.	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013.
No. of shares held in GCPL as on the date of this notice.	1512	Nil
Relationship with other Directors/ Manager/ KMP	Brother of Nadir Godrej, Father of Ms. Tanya Dubash, Ms. Nisaba Godrej and Mr. Pirojsha Godrej.	Not related
No. of Board meetings attended out of 4 meetings held during the year	4	NA
Directorship details	<p>Listed Public Companies: Godrej Consumer Products Ltd. Godrej Industries Ltd.</p> <p>Public Companies: Godrej and Boyce Manufacturing Company limited</p> <p>Foreign Companies: Godrej International Limited</p> <p>Section 8 Companies: Indian School of Business</p> <p>LLPs: ABG Venture LLP NBG Enterprise LLP</p>	<p>Private Companies: Paradise Food Court Private Ltd. Sapphire Foods India Private Ltd. Samara India Advisors Private Ltd. Oaknet Healthcare Private Ltd. Asian Institute of Gastroenterology Private Ltd.</p>
Committee Positions	<p>Chairman: Stakeholders Relationship Committee: Godrej Industries Ltd.</p> <p>Member: Stakeholders Relationship Committee: Godrej Consumer Products Ltd.</p>	<p>Member: Nil</p> <p>Chairman: Nil</p>



Godrej Consumer Products Limited

CIN No.L24246MH2000PLC129806

Registered Office: 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai – 400 079
Phone No.:+91 22 25188010/20/30; Fax: +91 22 25188040; Website: www.godrejcp.com; Email: investor.relations@godrejcp.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

Serial No. :

Name of the First Named Shareholder :
(in block letters)

Registered Address of the Sole/First named :
Shareholder / Beneficial Owner

3. *DP ID/ Client ID No. :
Registered Folio No.
(*applicable to investors holding shares in
dematerialized form)

4. No. of Equity Shares :

5. I hereby exercise my vote in respect of the Resolutions enumerated below by recording my assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

Item No.	Description	No. of Shares held by me	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Re-appointment of Mr. Adi Godrej as a Whole-time Director, designated as Chairman Emeritus (DIN: 00065964) for a period of five years effective from April 1, 2019.			
2.	Appointment of Mr. Sumeet Narang as an Independent Director (DIN: 01874599) for a period of five years effective from April 1, 2019.			

Place :

Date :

(Signature of the Shareholder)

Please see instructions overleaf for filling the postal ballot form.

E-VOTING PARTICULARS

EVENT (e-voting Event Number)	USER ID	PASSWORD
190202004		

Cut-off date for reckoning voting rights for postal ballot and e-voting	Commencement of voting by postal ballot and e-voting (Start date)	Last date for receipt of postal ballot and close of e-voting (End date)
Friday, February 8, 2019	9.00 a.m. on Monday, February 18, 2019	5.00 p.m. on Tuesday, March 19, 2019

IMPORTANT INSTRUCTIONS :

1. Voting rights shall be reckoned on the paid up shares registered in the name of the member as on the cut-off date mentioned on the front page. A person who is not a Member on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
2. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Self-addressed Business Reply Envelope is addressed to the Scrutinizer for Postal Ballot.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
9. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
10. The votes of a Member will be considered invalid on any of the following grounds:
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the Resolution in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the end date mentioned in the front page. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
12. A Member may request for a duplicate Postal Ballot Form from Registrar and Share Transfer Agent Viz. Computech Sharecap Ltd., Unit: Godrej Consumer Products Ltd., 147, M G, Road, Fort, Mumbai 400 001 or from the Company at its Registered Office or download the same from the Company's website (www.godrejcp.com).
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to investor.relations@godrejcp.com
16. The result of voting on the resolutions will be declared within forty eight hours of the end date, at the registered office and will also be displayed on the website of the Company (www.godrejcp.com) besides being communicated to the Stock Exchanges.