

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. :

1. Name of the First Named Shareholder :
(in block letters)
2. 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. Class of Shares : Equity
5. I hereby exercise my vote in respect of the Ordinary/ Special 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 assent to the resolution (FOR)	I dissent to the resolution (AGAINST)
1.	Increase in Authorised Capital and consequent amendment to the Memorandum of Association of the Company (Ordinary Resolution)			
2.	Alteration of the Articles of Association of the Company (Special Resolution)			
3.	Issue of Bonus Shares (Ordinary Resolution)			

Place:

Date:

(Signature of the Shareholder)

E-VOTING PARTICULARS

EVENT (e-voting Event Number)	USER ID	PASSWORD

Notes:

1. Voting rights shall be reckoned on the paid up shares registered in the name of the member as on **Friday, May 12, 2017.**
2. Last Date for receipt of postal ballot form by the Scrutinizer: **Close of working hours (5:00 p.m.) on Saturday, June 17, 2017. Please see instructions below for filling the postal ballot form.**
3. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

Important Instructions:

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 9:00 AM on **Friday, May 19, 2017** (start date) and ends at 5:00 PM on **Saturday, June 17, 2017** (end date).
2. 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, May 12, 2017.** A person who is not a Member on the cut-off date should treat this notice for information purpose only.
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 (v) 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 **5:00 p.m. on Saturday, June 17, 2017**. 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 on or before **Monday, June 19, 2017**, 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.