

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

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, 4th Floor,
Bandra-Kurla Complex,
Mumbai 400 050
Symbol: GODREJCP

Dear Sirs,

Outcome of Postal Ballot held from February 18, 2019 to March 19, 2019

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 February 18, 2019 (9.00 a.m.) to March 19, 2019 (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 February 8, 2019 have been passed with the requisite majority.

Thank you.

Yours faithfully,
For Godrej Consumer Products Ltd.

V Srinivasan
Chief Financial Officer & Company Secretary



Date: 20.03.2019.



To,
The Chairperson
Godrej Consumer Products Limited
Godrej One, 4th Floor, 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 reappointment of Mr. Adi Godrej as Whole-time Director, designated as 'Chairman Emeritus' of the company and appointment of Mr. Sumeet Narang as an Independent director of the company.

I submit my report as under:

- 1) The Company had on February 16, 2019, 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 8th February, 2019.
- 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, 18th February, 2019 at 9.00 a.m. and ended on Tuesday, 19th March, 2019 at 5.00 p.m.
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. 19th March, 2019 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 8th February, 2019.
- 7) All Postal Ballot Forms and e-Votes received up to 5.00 p.m. on 19th March, 2019, 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) In respect of each of the Resolutions, since the votes cast FOR the resolution exceeds number of votes cast AGAINST, all the Resolutions are considered to be duly passed by requisite majority.
- 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: 20th March, 2019

Place: Mumbai, Maharashtra

For Godrej Consumer Products Limited



Nisaba Godrej
Executive Chairperson
DIN: 00591503



Date of the AGM/declaration of results of Postal Ballot	20-Mar-19
Total number of shareholders on record date (February 8, 2019)	123321
E-Voting Start Date	18-Feb-19
E-Voting End Date	19-Mar-19
No. of shareholders present in the meeting either in person or through proxy	N.A.
No. of Shareholders attended the meeting through Video Conferencing	N.A.

Resolution No 1		Re-appointment of Mr Adi Godrej as a Whole time Director, designated as Chairman Emeritus (DIN: 00065964) for a period of 5 years effective from April 1, 2019						
Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
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		646,488,246	100.0000	646,488,246	-	100.0000	0.0000
	Poll		-	-	-	-	0	0
	Postal Ballot (if applicable)	646,488,246	-	-	-	-	0	0
	Total	646,488,246	646,488,246	100.0000	646,488,246	-	100.0000	0.0000
Public- Institutions	E-Voting		245,414,977	80.1946	244,380,607	1,034,370	99.5785	0.4215
	Poll		-	-	-	-	0	0
	Postal Ballot (if applicable)	306,024,402	-	-	-	-	0	0
	Total	306,024,402	245,414,977	80.1946	244,380,607	1,034,370	99.5785	0.4215
Public- Non Institutions	E-Voting		5,740,540	8.2416	5,710,786	29,754	99.4817	0.5183
	Poll		-	-	-	-	0	0
	Postal Ballot (if applicable)	69,653,448	17,448	0.0250	17,448	-	100.0000	0.0000
	Total	69,653,448	5,757,988	8.2666	5,728,234	29,754	99.4833	0.5167
Total		1,022,166,096	897,661,211	87.8195	896,597,087	1,064,124	99.8815	0.1185

Whether resolution is Passed or Not : Yes

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution No. 2			Appointment of Mr Sumeet Narang as an Independent Director (DIN: 01874599) for a period of five years effective from April 1, 2019					
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	646,488,246	646,488,246	100.0000	646,488,246	-	100.0000	0.0000
	Poll		-	-	-	-	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		646,488,246	100.0000	646,488,246	-	100.0000	0.0000
Public- Institutions	E-Voting	306,024,402	241,975,362	79.0706	241,857,034	118,328	99.9511	0.0489
	Poll		-	-	-	-	0	0
	Postal Ballot (if applicable)		-	-	-	-	0	0
	Total		241,975,362	79.0706	241,857,034	118,328	99.9511	0.0489
Public- Non Institutions	E-Voting	69,653,448	5,740,386	8.2414	5,736,327	4,059	99.9293	0.0707
	Poll		-	-	-	-	0	0
	Postal Ballot (if applicable)		16,548	0.0238	15,933	615	96.2835	3.7165
	Total		5,756,934	8.2651	5,752,260	4,674	99.9188	0.0812
Total		1,022,166,096	894,220,542	87.4829	894,097,540	123,002	99.9862	0.0138

Whether resolution is Passed or Not:

Yes

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	900



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 Kalidas Vanjpe
 Practising Company Secretary (Scrutinizer)
 March 20, 2019

For Godrej Consumer Products Limited

+ *N. Godrej*
 Nisaba Godrej
 Executive Chairperson
 DIN :00591503

