

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

August 6, 2020

BSE Limited  
Corporate Relations Department  
1<sup>st</sup> 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.

Dear Sirs,

**Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Voting Results at the 20<sup>th</sup> Annual General Meeting (AGM) of Godrej Consumer Products Limited**

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the results of the voting conducted through remote e-voting from July 31, 2020 to August 3, 2020 and e-voting during the AGM. The 20<sup>th</sup> Annual General Meeting of Godrej Consumer Products Limited was held on August 4, 2020 through video conferencing/ other audio visual means. The Scrutiniser'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 & Managing Director.

The exchanges are hereby informed that as per the Scrutiniser's Report which has been duly countersigned by the Chairperson & Managing Director, all the Resolutions as mentioned in the Notice of AGM dated July 10, 2020 have been passed with the requisite majority.

We request you to take the voting results on records.

Thank you.

Yours faithfully,  
**For Godrej Consumer Products limited**



**V Srinivasan**  
**Chief Financial Officer & Company Secretary**





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

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August 5, 2020

Ms. Nisaba Godrej  
Chairperson & Managing Director  
Godrej Consumer Products Limited  
4<sup>th</sup> Floor Godrej One, Pirojshanagar, Eastern Express Highway  
Vikhroli, Mumbai 400 079

Dear Madam,

**Sub: Consolidated Report on Voting by the Equity Shareholders for the Annual General Meeting of the Company held on 4<sup>th</sup> August, 2020 through video conferencing.**

I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the remote e-voting and e-voting during the AGM on the resolutions as mentioned in the Annexure, for the Annual General Meeting of the Equity Shareholders of Godrej Consumer Products Limited, held on 4<sup>th</sup> August, 2020 at 4.00 p.m. through video conferencing. I submit my report as under:

1. The remote e-voting commenced on 31<sup>th</sup> July, 2020 at 9.00 am and ended on 3<sup>rd</sup> August, 2020 at 5.00 pm. The e-voting during AGM was also made available during the AGM and ended after 15 minutes of conclusion of the AGM. After the closure of e-voting, the data of remote e-voting and e-voting was downloaded.
2. Since the meeting was held through video conferencing, no poll papers were cast.
3. The consolidated results of the remote e-voting and e-voting during the AGM is given in the annexure.
4. A soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is sent separately.



Date of the AGM	04-Aug-20
Total number of shareholders on record date (July 28, 2020)	172197
No. of shareholders present in the meeting either in person or through proxy:	
Promoter & Promoter Group	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter & Promoter Group	8
Public	71

Agenda Item No. 1		To receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2020 and Report of the Board of Directors and Auditor's Report thereon						
Resolution required: (Ordinary/Sepcial)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of voting	No. of shares held (1)	% of Votes polled on outstanding shares			% of votes in favour on votes polled		% of Votes against on votes polled
			No. of votes polled (2)	(3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
	Poll	64,64,88,267	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	64,64,88,267	64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
Public- Institutions	E-Voting		23,07,94,518	75.2314	23,07,94,518	0	100.0000	0.0000
	Poll	30,67,79,540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	30,67,79,540	23,07,94,518	75.2314	23,07,94,518	0	100.0000	0.0000
Public- Non Institutions	E-Voting		73,55,585	10.6274	73,54,995	590	99.9920	0.0080
	Poll	6,92,13,678	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6,92,13,678	88,46,38,370	86.5188	88,46,37,780	590	99.9999	0.0001
<b>Total</b>		1,02,24,81,485	88,46,38,370	86.5188	88,46,37,780	590	99.9999	0.0001
							<b>Whether resolution is Pass or Not.</b>	Yes

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

Agenda Item No. 2	To confirm the Interim Dividends paid during fiscal year 2019-20
Resolution required: (Ordinary/Sepcial)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held (1)	% of Votes polled on outstanding shares		No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled	% of Votes against on votes polled
			No. of votes polled (2)	(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
	Poll	64,64,88,267	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	64,64,88,267	64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
Public- Institutions	E-Voting		23,55,86,610	76.7935	23,55,86,610	0	100.0000	0.0000
	Poll	30,67,79,540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	30,67,79,540	23,55,86,610	76.7935	23,55,86,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting		73,61,386	10.6357	73,60,678	708	99.9904	0.0096
	Poll	6,92,13,678	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6,92,13,678	73,61,386	10.6357	73,60,678	708	99.9904	0.0096
<b>Total</b>		1,02,24,81,485	88,94,36,263	86.9880	88,94,35,555	708	99.9999	0.0001

Whether resolution is Pass or Not.

Yes

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

Agenda Item No. 3	To appoint a Director in place of Mr Pirojsha Godrej (DIN: 00432983), who retires by rotation, and being eligible, offers himself for reappointment
Resolution required: (Ordinary/Sepcial)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

Category	Mode of voting	No. of shares held (1)	% of Votes polled on outstanding shares			% of votes in favour on votes polled		% of Votes against on votes polled	
			No. of votes polled (2)	(3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000	
	Poll	64,64,88,267	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	64,64,88,267	64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000	
Public- Institutions	E-Voting		23,55,25,135	76.7734	22,68,21,234	87,03,901	96.3045	3.6955	
	Poll	30,67,79,540	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	30,67,79,540	23,55,25,135	76.7734	22,68,21,234	87,03,901	96.3045	3.6955	
Public- Non Institutions	E-Voting		73,55,585	10.6274	73,54,776	809	99.9890	0.0110	
	Poll	6,92,13,678	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	6,92,13,678	88,93,68,987	86.9814	88,06,64,277	87,04,710	99.0212	0.9788	
<b>Total</b>		1,02,24,81,485	88,93,68,987	86.9814	88,06,64,277	87,04,710	99.0212	0.9788	

Whether resolution is Pass or Not.

Yes

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

Agenda Item No. 4	To appoint a Director in place of Ms Tanya Dubash (DIN: 00026028), who retires by rotation, and being eligible, offers herself for reappointment
Resolution required: (Ordinary/Sepcial)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

Category	Mode of voting	No. of shares held (1)	% of Votes polled on outstanding shares			% of votes in favour on votes polled		% of Votes against on votes polled
			No. of votes polled (2)	(3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
	Poll	64,64,88,267	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	64,64,88,267	64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
Public- Institutions	E-Voting		23,55,25,135	76.7734	22,06,53,513	1,48,71,622	93.6858	6.3142
	Poll	30,67,79,540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	30,67,79,540	23,55,25,135	76.7734	22,06,53,513	1,48,71,622	93.6858	6.3142
Public- Non Institutions	E-Voting		73,55,585	10.6274	73,54,745	840	99.9886	0.0114
	Poll	6,92,13,678	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6,92,13,678	73,55,585	10.6274	73,54,745	840	99.9886	0.0114
<b>Total</b>		1,02,24,81,485	88,93,68,987	86.9814	87,44,96,525	1,48,72,462	98.3278	1.6722

Whether resolution is Pass or Not.

Yes

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

Agenda Item No. 5	Ordinary Resolution for the ratification of remuneration payable to M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), appointed as Cost Auditors
Resolution required: (Ordinary/Sepcial)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held (1)	% of Votes polled on outstanding shares			% of votes in favour on votes polled		% of Votes against on votes polled
			No. of votes polled (2)	(3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
	Poll	64,64,88,267	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	64,64,88,267	64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000
Public- Institutions	E-Voting		23,55,43,135	76.7793	23,55,43,135	0	100.0000	0.0000
	Poll	30,67,79,540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	30,67,79,540	23,55,43,135	76.7793	23,55,43,135	0	100.0000	0.0000
Public- Non Institutions	E-Voting		73,55,585	10.6274	73,54,157	1,428	99.9806	0.0194
	Poll	6,92,13,678	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6,92,13,678	73,55,585	10.6274	73,54,157	1,428	99.9806	0.0194
<b>Total</b>		1,02,24,81,485	88,93,86,987	86.9832	88,93,85,559	1,428	99.9998	0.0002

Whether resolution is Pass or Not.

Yes

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



Agenda Item No. 6	Ordinary Resolution for appointment of Ms Nisaba Godrej as Managing Director (DIN: 00591503)
Resolution required: (Ordinary/Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

Category	Mode of voting	No. of shares held (1)	% of Votes polled on outstanding shares			% of votes in favour on votes polled		% of Votes against on votes polled	
			No. of votes polled (2)	(3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000	
	Poll	64,64,88,267	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	64,64,88,267	64,64,88,267	100.0000	64,64,88,267	0	100.0000	0.0000	
Public- Institutions	E-Voting		23,18,42,072	75.5729	22,41,47,706	76,94,366	96.6812	3.3188	
	Poll	30,67,79,540	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	30,67,79,540	23,18,42,072	75.5729	22,41,47,706	76,94,366	96.6812	3.3188	
Public- Non Institutions	E-Voting		73,55,585	10.6274	46,08,339	27,47,246	62.6509	37.3491	
	Poll	6,92,13,678	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	6,92,13,678	73,55,585	10.6274	46,08,339	27,47,246	62.6509	37.3491	
<b>Total</b>		1,02,24,81,485	88,56,85,924	86.6212	87,52,44,312	1,04,41,612	98.8211	1.1789	

Whether resolution is Pass or Not.

Yes

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



Kalidas Vanjpe  
Practising Company Secretary (Scrutinizer)  
August 5, 2020



For Godrej Consumer Products Ltd

NISABA ADI  
GODREJ

Nisaba Godrej  
Chairperson & Managing Director  
August 5, 2020

Digitally signed by NISABA ADI GODREJ  
DN: cn=NISABA ADI GODREJ, o=Godrej Consumer Products Ltd, ou=Godrej Consumer Products Ltd, email=NISABA.ADI.GODREJ@GODREJ.COM, c=IN  
Date: 2020.08.12 11:15:27

