

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 2, 2019

BSE Limited
Corporate Relations Department
1st 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,

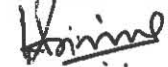
Summary of Proceedings of 19th Annual General Meeting ("AGM")

Please note that the 19th AGM of the Company was held on August 1, 2019 at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400079 and the businesses mentioned in the Notice dated June 21, 2019 were transacted. We enclose the summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thank you.

Yours faithfully,
For Godrej Consumer Products limited



V Srinivasan
Chief Financial Officer & Company Secretary



SUMMARY OF PROCEEDINGS OF THE 19th ANNUAL GENERAL MEETING

The 19th Annual General Meeting (AGM) of the Members of Godrej Consumer Products Limited (“the Company”) was held on Thursday, August 1, 2019 at 1.30 p.m. at the Auditorium, Godrej One, 1st Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079. The Executive Chairperson, Ms. Nisaba Godrej, after ascertaining that the requisite quorum was present, declared that the meeting was validly constituted and commenced the proceedings of the meeting. The Notice of the AGM and the Statutory Auditors Report on the financial statements and the Secretarial Audit Report was taken as read, as there were no qualifications, observations or comments which have any adverse effect on the functioning of the Company. Thereafter, the Executive Chairperson delivered her speech giving the highlights of the Company’s performance during the fiscal year 2018-19 and for the first quarter of fiscal year 2019-20.

The following items of business, as per the Notice of AGM dated June 21, 2019, were transacted at the meeting. The Members elected Mr. Aman Mehta, Independent Director as the Chairman for conduct of the proceeding at items numbered 10 while the proceedings for the other items were conducted by Ms. Nisaba Godrej, Executive Chairperson of the Board of Directors.

Agenda items transacted at the meeting:

1. To receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2019 and Report of the Board of Directors and Auditor’s Report thereon.
2. To confirm the Interim Dividends paid during fiscal year 2018-19.
3. To appoint a Director in place of Mr. Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jamshyd Godrej (DIN: 00076250) who retires by rotation, and being eligible, offers himself for re-appointment.
5. Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for fiscal year 2019-20.
6. To re-appoint Mr. Narendra Ambwani (DIN: 00236658) as an Independent Director of the Company for a second term from July 28, 2019 to November 14, 2023.
7. To re-appoint Mr. Aman Mehta DIN: (00009364) as an Independent Director of the Company for a second term September 26, 2019 to August 31, 2021.
8. To re-appoint Dr. Omkar Goswami (DIN: 00004258) as an Independent Director of the Company for a second term from September 26, 2019 to September 25, 2024.
9. To re-appoint Ms. Ireena Vittal DIN: (05195656) as an Independent Director of the Company for a second term from September 26, 2019 to September 25, 2024.
10. To re-appoint Ms. Nisaba Godrej (DIN: 00591503) as Whole-time Director for the period from July 1, 2019 to September 30, 2022.
11. To re-appoint Mr. Vivek Gambhir (DIN: 06527810) as Managing Director & CEO July 1, 2019 to September 30, 2022.

Clarifications were given to the queries raised by the Members. Thereafter, the Executive Chairperson informed that the Company had provided electronic voting facility (remote e-voting) to the members to cast their vote electronically on all resolutions set forth in the Notice. Members who were present and could not cast their vote through remote e-Voting were provided an opportunity to cast their vote at the meeting by way of Poll.

The Board of Directors of the Company had appointed Mr. Kalidas Vanjpe, Company Secretary in Practice, as Scrutinizer to conduct remote e-voting and poll process in a fair and transparent manner. The Executive Chairperson further informed that the Scrutiniser’s Reports along with the results of e-Voting and Poll, shall be announced within 48 hours by intimation to the Stock Exchanges and would also be placed on the Company website www.godrejcp.com