



KALIDAS VANJPE

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August 2, 2019

Ms. Nisaba Godrej
Executive Chairperson
Godrej Consumer Products Limited
Godrej One, Pirojshanagar, Eastern Express Highway
Vikhroli, Mumbai 400 079

Dear Madam,

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 1st August, 2019

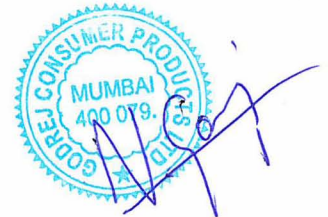
I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting and for the poll taken on the resolutions as mentioned in the Annexure, at the Annual General Meeting of the Equity shareholders of Godrej Consumer Products Limited, held on 1st August, 2019 at 1.30 p.m. at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai, submit my report as under:

1. The remote e-voting commenced on 28th July, 2019 at 9.00 am and ended on 31st July, 2019 at 5.00 pm. The votes were unblocked after the AGM and data was downloaded.
2. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The consolidated results of the e-voting and Poll is given in the annexure.
6. 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.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Yours truly,



Kalidas Vanjpe
Practising Company Secretary



Date of the AGM/declaration of results of Postal Ballot	01-Aug-19
Total number of shareholders on record date (July 25, 2019)	136819
E-Voting Start Date	28-Jul-19
E-Voting End Date	31-Jul-19
No. of shareholders present in the meeting either in person or through proxy:	115
No. of Shareholders attended the meeting through Video Conferencing	Nil

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, 2019 and Report of the Board of Directors and Auditor's Report thereon						
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		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000
	Poll		0	0.000	0	0	0	0
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0	0	0
	Total		64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000
Public- Institutions	E-Voting		24,96,42,942	81.072	24,96,42,942	0	100.000	0.000
	Poll		0	0.000	0	0	0	0
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0	0	0
	Total		30,79,26,955	24,96,42,942	81.072	24,96,42,942	0	100.000
Public- Non Institutions	E-Voting		50,72,853	7.488	50,72,689	164	99.997	0.003
	Poll		15,563	0.023	15,563	0	100.000	0.000
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0	0	0
	Total		6,77,50,874	50,88,416	7.511	50,88,252	164	99.997
Total		1,02,21,66,096	90,12,19,625	88.168	90,12,19,461	164	100.000	0.000

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. 2	To confirm the Interim Dividends paid during fiscal year 2018-19
Resolution required: (Ordinary/Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	% of Votes polled			No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
			No. of votes polled	on outstanding shares					
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0	0	0	
	Total		64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000
Public- Institutions	E-Voting		25,04,53,397	81.335	25,04,53,397	0	100.000	0.000	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0	0	0	
	Total		30,79,26,955	25,04,53,397	81.335	25,04,53,397	0	100.000	0.000
Public- Non Institutions	E-Voting		50,72,853	7.488	50,72,606	247	99.995	0.005	
	Poll		15,563	0.023	15,563	0	100.000	0.000	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0	0	0	
	Total		6,77,50,874	50,88,416	7.511	50,88,169	247	99.995	0.005
Total			1,02,21,66,096	90,20,30,080	88.247	90,20,29,833	247	100.000	0.000

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. Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for reappointment;							
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			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
			No. of votes polled (2)	(3)=[(2)/(1)]*100					
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0	0	0	
	Total	64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
Public- Institutions	E-Voting		25,02,51,337	81.270	19,38,37,654	5,64,13,683	77.457	22.543	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0	0	0	
	Total	30,79,26,955	25,02,51,337	81.270	19,38,37,654	5,64,13,683	77.457	22.543	
Public- Non Institutions	E-Voting		50,72,853	7.488	50,71,617	1,236	99.976	0.024	
	Poll		15,563	0.023	15,563	0	100.000	0.000	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0	0	0	
	Total	6,77,50,874	50,88,416	7.511	50,87,180	1,236	99.976	0.024	
Total		1,02,21,66,096	90,18,28,020	88.227	84,54,13,101	5,64,14,919	93.744	6.256	
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 Mr. Jamshyd Godrej (DIN: 00076250) who retires by rotation, and being eligible, offers himself for re-appointment							
Resolution required: (Ordinary/Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
		(1)	(2)		(4)	(5)			
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0		0	
	Total		64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000
Public- Institutions	E-Voting		25,02,51,337	81.270	24,71,31,248	31,20,089	98.753	1.247	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0		0	
	Total		30,79,26,955	25,02,51,337	81.270	24,71,31,248	31,20,089	98.753	1.247
Public- Non Institutions	E-Voting		50,72,853	7.488	50,71,797	1,056	99.979	0.021	
	Poll		15,563	0.023	14,536	1,027	93.401	6.599	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0		0	
	Total		6,77,50,874	50,88,416	7.511	50,86,333	2,083	99.959	0.041
Total			1,02,21,66,096	90,18,28,020	88.227	89,87,05,848	31,22,172	99.654	0.346

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		Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for fiscal year 2019-20						
Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of voting	No. of shares held (1)	% of Votes polled		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
			No. of votes polled (2)	on outstanding shares (3)=[(2)/(1)]*100				
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000
	Poll		0	0.000	0	0		0
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0		0
	Total	64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000
Public- Institutions	E-Voting		25,04,53,397	81.335	25,04,53,397	0	100.000	0.000
	Poll		0	0.000	0	0		0
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0		0
	Total	30,79,26,955	25,04,53,397	81.335	25,04,53,397	0	100.000	0.000
Public- Non Institutions	E-Voting		50,72,853	7.488	50,69,088	3,765	99.926	0.074
	Poll		15,563	0.023	15,563	0	100.000	0.000
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0		0
	Total	6,77,50,874	50,88,416	7.511	50,84,651	3,765	99.926	0.074
Total		1,02,21,66,096	90,20,30,080	88.247	90,20,26,315	3,765	100.000	0.000
							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		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.							
Resolution required: (Ordinary/Special)		Special							
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
			No. of votes polled (2)	(3)=[(2)/(1)]*100					
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0	0	0	
	Total	64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
Public- Institutions	E-Voting		24,37,97,784	79.174	24,28,83,086	9,14,698	99.625	0.375	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0	0	0	
	Total	30,79,26,955	24,37,97,784	79.174	24,28,83,086	9,14,698	99.625	0.375	
Public- Non Institutions	E-Voting		50,72,703	7.487	50,41,122	31,581	99.377	0.623	
	Poll		15,563	0.023	14,536	1,027	93.401	6.599	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0	0	0	
	Total	6,77,50,874	50,88,266	7.510	50,55,658	32,608	99.359	0.641	
Total		1,02,21,66,096	89,53,74,317	87.596	89,44,27,011	9,47,306	99.894	0.106	

Whether resolution is Pass or Not.

Yes

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



Agenda Item No. 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.							
Resolution required: (Ordinary/Special)		Special							
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
			No. of votes polled (2)	(3)=[(2)/(1)]*100					
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0		0	
	Total	64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
Public- Institutions	E-Voting		24,38,99,337	79.207	19,05,99,243	5,33,00,094	78.147	21.853	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0		0	
	Total	30,79,26,955	24,38,99,337	79.207	19,05,99,243	5,33,00,094	78.147	21.853	
Public- Non Institutions	E-Voting		50,02,443	7.384	41,62,077	8,40,366	83.201	16.799	
	Poll		15,563	0.023	14,536	1,027	93.401	6.599	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0		0	
	Total	6,77,50,874	50,18,006	7.407	41,76,613	8,41,393	83.233	16.768	
Total		1,02,21,66,096	89,54,05,610	87.599	84,12,64,123	5,41,41,487	93.953	6.047	

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. 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.							
Resolution required: (Ordinary/Special)		Special							
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
			No. of votes polled (2)	(3)=[(2)/(1)]*100					
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0		0	
	Total	64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
Public- Institutions	E-Voting		22,45,21,055	72.914	13,97,36,903	8,47,84,152	62.238	37.762	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0		0	
	Total	30,79,26,955	22,45,21,055	72.914	13,97,36,903	8,47,84,152	62.238	37.762	
Public- Non Institutions	E-Voting		50,02,443	7.384	41,62,017	8,40,426	83.200	16.800	
	Poll		15,563	0.023	14,536	1,027	93.401	6.599	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0		0	
	Total	6,77,50,874	50,18,006	7.407	41,76,553	8,41,453	83.231	16.769	
Total		1,02,21,66,096	87,60,27,328	85.703	79,04,01,723	8,56,25,605	90.226	9.774	

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. 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.							
Resolution required: (Ordinary/Sepcial)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Category	Mode of voting	No. of shares held (1)	% of Votes polled			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
			No. of votes polled (2)	on outstanding shares (3)=[(2)/(1)]*100					
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0	0	0	
	Total	64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
Public- Institutions	E-Voting		24,38,99,337	79.207	22,99,09,449	1,39,89,888	94.264	5.736	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0	0	0	
	Total	30,79,26,955	24,38,99,337	79.207	22,99,09,449	1,39,89,888	94.264	5.736	
Public- Non Institutions	E-Voting		50,72,703	7.487	50,42,191	30,512	99.399	0.602	
	Poll		15,563	0.023	14,536	1,027	93.401	6.599	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0	0	0	
	Total	6,77,50,874	50,88,266	7.510	50,56,727	31,539	99.380	0.620	
Total		1,02,21,66,096	89,54,75,870	87.606	88,14,54,443	1,40,21,427	98.434	1.566	
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. 10		To re-appoint Ms. Nisaba Godrej (DIN: 00591503) as Whole-time Director for the period from July 1, 2019 to September 30, 2022.							
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			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
			No. of votes polled (2)	on outstanding shares (3)=[(2)/(1)]*100					
Promoter and Promoter Group	E-Voting		64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	64,64,88,267	0	0.000	0	0		0	
	Total	64,64,88,267	64,64,88,267	100.000	64,64,88,267	0	100.000	0.000	
Public- Institutions	E-Voting		24,26,13,238	78.789	24,14,53,315	11,59,923	99.522	0.478	
	Poll		0	0.000	0	0		0	
	Postal Ballot (if applicable)	30,79,26,955	0	0.000	0	0		0	
	Total	30,79,26,955	24,26,13,238	78.789	24,14,53,315	11,59,923	99.522	0.478	
Public- Non Institutions	E-Voting		50,72,403	7.487	50,43,523	28,880	99.431	0.569	
	Poll		15,563	0.023	15,563	0	100.000	0.000	
	Postal Ballot (if applicable)	6,77,50,874	0	0.000	0	0		0	
	Total	6,77,50,874	50,87,966	7.510	50,59,086	28,880	99.432	0.568	
Total		1,02,21,66,096	89,41,89,471	87.480	89,30,00,668	11,88,803	99.867	0.133	
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. 11	To re-appoint Mr. Vivek Gambhir (DIN: 06527810) as Managing Director & CEO July 1, 2019 to September 30, 2022
Resolution required: (Ordinary/Sepcial)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	% of Votes polled			No. of votes – against	% of votes		
			No. of votes polled	on outstanding shares	No. of votes – in favour		in favour on votes	against on votes	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		646,488,267	100.000	646,488,267	0	100.000	0.000	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	646,488,267	0	0.000	0	0	0	0	
	Total		646,488,267	646,488,267	100.000	646,488,267	0	100.000	0.000
Public- Institutions	E-Voting		250,251,337	81.270	249,327,489	923,848	99.631	0.369	
	Poll		0	0.000	0	0	0	0	
	Postal Ballot (if applicable)	307,926,955	0	0.000	0	0	0	0	
	Total		307,926,955	250,251,337	81.270	249,327,489	923,848	99.631	0.369
Public- Non Institutions	E-Voting		5,072,703	7.487	5,069,818	2,885	99.943	0.057	
	Poll		15,563	0.023	15,563	0	100.000	0.000	
	Postal Ballot (if applicable)	67,750,874	0	0.000	0	0	0	0	
	Total		67,750,874	5,088,266	7.510	5,085,381	2,885	99.943	0.057
Total			1,022,166,096	901,827,870	88.227	900,901,137	926,733	99.897	0.103

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

KVJ

Kalidas Vanjpe
Practising Company Secretary (Scrutinizer)
August 2, 2019



For Godrej Consumer Products Ltd

Nisaba Godrej
Executive Chairperson

