Godrej Consumer Products Limited- Details of Outcome of AGM

Date of the AGM/EGM	29-Jul-15	
Total number of shareholders on record date		
for ROM for E-voting: (22nd July 2015)	79870	
No. of Shareholders present in the meeting either in person or through		
proxy:	In person	In Proxy
Promoters and Promoter Group	26	Nil
Public	149	1
No. of Shareholders attended the meeting through Video Conferencing	In person	In Proxy
Promoters and Promoter Group: Public:	Nil	Nil

Resolution No.1 in the Notice of AGM dated June 26, 2015

Details of Agenda	To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2015 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March
Resolution Required	31, 2015, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	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	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	
Public – Institutional holders	104,429,669	61,625,221	59.01%	61,625,221	-	100.00%	0.00%
Public-Others	20,607,215	229,782	1.12%	229,741	41	99.98%	0.02%
Total	340,532,966	277,351,085	81.45%	277,351,044	41	100.00%	0.00%

Resolution No.2 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To declare dividend on equity shares
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	1.	% 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	215,496,082	215,496,082	100.00%	215,496,082	_	100.00%	
Public – Institutional holders	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	229,061	41	99.98%	0.02%
Total	340,532,966	278,226,623	81.70%	278,226,582	41	100.00%	0.00%



Resolution No.3 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To appoint a Director in place of Mr. Nadir Godrej, who retires by rotation and being eligible, offers himself for re-
	appointment
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -		% 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	215,496,082	213,944,904	99.28%	213,944,904		100.00%	
Public – Institutional holders	104,429,669	62,501,439	59.85%	60,696,471	1,804,968	97.11%	2.89%
Public-Others	20,607,215	229,102	1.11%	229,061	41	99.98%	0.02%
Total	340,532,966	276,675,445	81.25%	274,870,436	1,805,009	99.35%	0.65%

Resolution No.4 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To ratify the appointment of Auditors to hold office from the conclusion of this AGM till the conclusion of the next AGM
	and to authorise the Board of Directors of the Company to fix their remuneration
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	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	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	
Public – Institutional holders	104,429,669	49,525,254	47.42%	48,912,727	612,527	98.76%	1.24%
Public-Others	20,607,215	228,902	1.11%	228,861	41	99.98%	0.02%
Total	340,532,966	265,250,238	77.89%	264,637,670	612,568	99.77%	0.23%

Resolution No.5 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY
	2015-16
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	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	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	
Public – Institutional holders	104,429,669	62,501,439	59.85%	62,485,329	16,110	99.97%	0.03%
Public-Others	20,607,215	229,102	1.11%	228,136	966	99.58%	0.42%
Total	340,532,966	278,226,623	81.70%	278,209,547	17,076	99.99%	0.01%



Resolution No.6 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Private placement of Non-Convertible Debentures upto an amount of Rs. 300 crore
Resolution Required	Special
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public – Institutional holders	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,064	1,038	99.55%	0.45%
Total	340,532,966	278,226,623	81.70%	278,225,585	1,038	100.00%	0.00%

Resolution No.7 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Approval for acquiring and holding of equity shares by Foreign Institutional Investors upto a limit of 40% of the paid-up
	equity share capital of the Company
Resolution Required	Special
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -	favour on	% of Votes against on votes polled
	(1)	1721	(3) = [(2)/(1)]*100	(4)		(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082		100.00%	
Public – Institutional holders	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,316	786	99.66%	0.34%
Total	340,532,966	278,226,623	81.70%	278,225,837	786	100.00%	0.00%

For Godrej Consumer Products Limited

Adi Godrej Chairman



KALIDAS VANJPE

8 Com. (Hon), LL.8.(G), &C.S. Practising Company Secretary

Cell: 9920271677 e e-mail: kalidasvanjpe@gmail.com e kalidasvanjpe.blogspot.com

July 30, 2015

Mr. A B Godrej Chairman Godrej Consumer Products Limited Pirojshanagar, Eastern Express Highway Vikhroli, Mumbai 400 079

Dear Sir.

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 29th July, 2015 at Yashwantrao Chavan Pratishthan, Mumbai

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 29th July, 2015 at 3.30 p.m. at Yashwantrao Chavan Pratishthan, General Jagannath Bhosle Marg, Nariman Point, Mumbai, submit my report as under:

1. 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.

2. 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.

3. The poll papers, which were incomplete and/or which were otherwise found defective

have been treated as invalid and kept separately.

4. The consolidated results of the e-voting and Poll is given in the annexure.

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.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

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Yours truly,

Kalidas Vanjpe

Practising Company Secretary

of the	29-36-15	
utal mamber of shareholders on record date	79870	
e acos for 5 vetting: [(22nd July 2015) o. of Shareholders present in the meeting either in person or through	in person	in Proxy
	26	Nit
omoters and Promoter Group	149	
ablic o. of Shareholders attended the meeting through Video Conferencing	in person	In Presy
o. of Shareholders attended the meeting the components and Promoter Group:	NII	PASS

Resolution No.1 in the Notice of AGM dated June 26, 2015

THE AMERICAN PROPERTY OF THE PROPERTY OF THE PARTY OF THE	To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March ended March 31, 2015 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2015, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public		No. of votes polled	shares (3) =	No. of Votes - in favour	No. of Votes - against	favour en votes polled	% of Votes against on votes polled (7)
	(1)	121	[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	215,496,082	215,496,082	100.00%	215,496,082		100.00%	0.00%
Promoter Group Public – Institutional	104,429,669	61,625,221	59.01%	61,625,221		100.00%	0.00%
holders				229,741	41	99.98%	0.029
Public-Others Total	20,607,215 340,532,966		THE RESERVE THE PERSON NAMED IN COLUMN 2 IS NOT THE OWNER.	THE RESERVE OF THE PARTY OF THE			0.009

Resolution No.2 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To declare dividend on equity shares
Resolution Required	To declare dividend on equity shares Ordinary E-voting/AGM Voting
Made of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held	No. of votes polled	shares	No. of Votes - in favour	No. of Votes - against (5)	favour on votes polled (6)=	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and	215,496,082	215,496,082	100.00%	215,496,082		100.00%	Control of the Contro
Promoter Group Profit - Institutional	104,429,669	62,501,439	59.85%	62,501,439		100.00%	0.009
exile-Others	20,607,215 340,532,966	STATE OF THE PERSON NAMED IN COLUMN 2 IS NOT THE OWNER.	CONTRACTOR AND INCIDENCE OF THE PARTY OF THE		The state of the s		A STATE OF THE PARTY OF THE PAR



Scientifion No.5 in the Notice of AGM deted June 25, 2015

Detail of Agenda	To appoint a Director in place of Mr. Nadir Godrej, who retires by rotation and being eligible, offers himself for re
	appointment
Resolution Required	Ordinary
Resolution Required Mode of Voting	E-voting/AGM Voting

Promoter/ Public	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	favour on votes polled (6)=	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	215,496,082	213,944,904	99.28%	213,944,904		100.00%	
Public - Institutional holders	104,429,669	62,501,439	59.85%	60,696,471	1,804,968	97.11%	2.89%
Public-Others	20,607,215	229,102	1.11%	229,061	41	99.98%	
Total	340,532,966	276,675,445	81.25%	274,870,436	1,805,009	99.35%	0.659

Resolution No.4 in the Notice of AGM dated June 26, 2015

	To ratify the appointment of Auditors to hold office from the conclusion of this AGM till the conclusion of the next AGM
	and to authorise the Board of Directors of the Company to fix their remuneration
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held	No. of votes polled	shares (3) =	No. of Votes - in favour	No. of Votes -	% of Votes in favour on votes polled	% of Votes against on votes polled
The state of the s	(1)	(2)	[(2)/(1)]*100	***			[(5)/(2)]*100
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082		100.00%	0.00%
Public – Institutional holders	104,429,669	49,525,254	47.42%	48,912,727		98.76%	
Public-Others	20,607,215	228,902				ALL DESCRIPTION OF THE PERSON	
Total	340,532,966	265,250,238	77.89%	264,637,670	612,568	99.77%	0.23%

Resolution No.5 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2015-16
Resolution Required	Ordinary
Short of Marine	E-voting/AGM Voting

Promoter/ Public	No. of shares held	No. of votes poiled	shares	No. of Votes - in favour	No. of Votes - against	favour on votes polled	% of Votes against on votes polled (7)=
	(1)		[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	215,496,082	215,496,082	100.00%	215,496,082		100.00%	0.009
Promoter Group	101 100 550	62,501,439	59.85%	62,485,329	16,110	99.97%	0.03%
	104,429,669			CONTRACTOR OF STREET	966	99.58%	0.429
1-Ohen	20,607,215			A PARTY OF THE PAR	AND DESCRIPTION OF THE PARTY OF		



Reselvation No.6 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Private plecement of Non-Convertible Debentures upto an amount of Rs. 300 crore
Resolution Requir	red Special
Made of Voting	E-voting/AGM Voting

Promoter/ Public	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	favour on votes polled (6)=	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082		100.00%	
Public – Institutional holders	104,429,669	62,501,439	59.85%	62,501,439		100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,064	1,038	99.55%	0.45%
Total	340,532,966	278,226,623					

Resolution No.7 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Approval for acquiring and holding of equity shares by Foreign Institutional Investors upto a limit of 40% of the paid-up equity share capital of the Company
Resolution Required	Special
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	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)=	% of Votes against on votes polled (7)=
			Mantan 200			[(4)/(2)]*100	[(5)/(2)]*100
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082		100.00%	0.00%
Public – Institutional holders	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,316	786	99.66%	0.34%
Total	340,532,966	278,226,623	81.70%		786	THE RESERVE OF THE PERSON NAMED IN COLUMN 2 IS NOT THE OWNER.	The second secon

Kalidas Vanjpe Scrutinizer Practising Company Secretary

